

Norwegian Cruise Line Holdings Ltd.
 Form 4
 August 16, 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 *
 TPG Group Holdings (SBS) Advisors, Inc.

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)
 C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2013

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% Owner(2)(3)(4)(5)(6)

(Street)
 FORT WORTH, TX 76102

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Ordinary Shares | 08/14/2013 | | S | | \$ 2,875,000 | D | |
| | | | | | 28.7831 | | |
| | | | | | (1) | | |
| | | | | | 19,242,334 | I | |

See Explanation of Responses (2) (3) (4) (5) (6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | | | Former 10% Owner(2)(3)(4)(5)(6) |
| BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | | | Former 10% Owner(2)(3)(4)(5)(6) |
| COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | | | Former 10% Owner(2)(3)(4)(5)(6) |

Signatures

| | |
|--|------------|
| /s/ Ronald Cami on behalf of David Bonderman (7)(8) | 08/16/2013 |
| __Signature of Reporting Person | Date |
| /s/ Ronald Cami on behalf of James G. Coulter(7)(8) | 08/16/2013 |
| __Signature of Reporting Person | Date |
| /s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (7) | 08/16/2013 |
| __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).
- (1) The price of \$28.78313 represents the public offering price of \$29.75 per Ordinary Share ("Ordinary Share") of Norwegian Cruise Line Holdings Ltd. (the "Issuer") less the underwriters' discount of \$0.96687 per Ordinary Share.
- David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P. ("Group Holdings"), which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG GenPar V Advisors, LLC, which is the general partner of TPG GenPar V, L.P., which is the general partner of TPG Viking, L.P. ("Viking L.P.").
- (2) Group Holdings is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is the sole shareholder of TPG Viking AIV GenPar Advisors, Inc., which is the general partner of TPG Viking AIV GenPar, L.P., which is the general partner of each of TPG Viking AIV I, L.P. ("Viking AIV I"), TPG Viking AIV II, L.P. ("Viking AIV II") and TPG Viking AIV III, L.P. ("Viking AIV III" and, together with Viking L.P., Viking AIV I and Viking AIV II, the "TPG Funds"). The TPG Funds hold the Ordinary Shares reported herein.
- (3) Following the disposition reported herein, the Reporting Persons no longer hold over 10% of the Ordinary Shares of the Issuer.
- (4) Because of the relationship between the Reporting Persons and each of the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each TPG Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG Fund's pecuniary interest therein, if any.
- (5) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (6)

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(8) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters

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.