

Binder Robert
Form 4
March 05, 2019

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 *
Binder Robert

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chair, Pres. & CEO OC

7665 CORPORATE CENTER DRIVE

(Street)

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

MIAMI, FL 33126

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	03/01/2019		A	24,093 <u>(2)</u>	\$ 0	136,655	D
Common Stock <u>(3)</u>	03/01/2019		F	2,008	\$ 55.27	134,647	D
Common Stock <u>(4)</u>	03/01/2019		F	3,935	\$ 55.27	130,712	D
Common Stock <u>(5)</u>	03/01/2019		F	3,088	\$ 55.27	127,624	D

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

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Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 23,536 restricted share units granted to the reporting person on March 1, 2018.

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