**Table I - Non-Derivative Securities Acquired, Disposed of, or BeneficiallyOwned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/27/2020</td>
<td></td>
<td>A</td>
<td>92,081(A)</td>
<td>187,541</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Each restricted share unit represents the contingent right to receive one share of Norwegian Cruise Line Holdings Ltd.’s (“NCLH”) common stock upon vesting.
2. Represents a grant of restricted share units under NCLH’s Amended and Restated 2013 Performance Incentive Plan. The restricted share units will vest in one installment on July 27, 2022.

/s/ Daniel S. Farkas, as attorney-in-fact for Mark Kempa 07/29/2020

**Signature of Reporting Person** **Date**

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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

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 Number.