

Norwegian Cruise Line Holdings Ltd.

Form PRER14C

October 06, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14C

(Rule 14c-101)

Information Statement Pursuant to Section 14(c)

of the Securities Exchange Act of 1934

Amendment No. 1

Check the appropriate box:

- Preliminary information statement
  
- Confidential, for use of the Commission only (as permitted by Rule 14c-5(d)(2))
  
- Definitive information statement

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

(1)

- Title of each class of securities to which transaction applies:

(2)

- Aggregate number of securities to which transaction applies:

(3)

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- Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

- Proposed maximum aggregate value of transaction:

(5)

- Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

- Amount Previously Paid:

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- Form, Schedule or Registration Statement No.:

(3)

- Filing Party:

(4)

- Date Filed:
-

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PRELIMINARY COPY — SUBJECT TO COMPLETION

NOTICE OF ACTION TAKEN PURSUANT TO

WRITTEN CONSENT OF SHAREHOLDERS

NORWEGIAN CRUISE LINE HOLDINGS LTD.

7665 Corporate Center Drive

Miami, Florida 33126

(305) 436-4000

DATE FIRST MAILED TO SHAREHOLDERS: [•], 2014

WE ARE NOT ASKING YOU FOR A PROXY AND

YOU ARE REQUESTED NOT TO SEND US A PROXY.

To the shareholders of Norwegian Cruise Line Holdings Ltd.:

This Notice and the accompanying Information Statement are being furnished to the shareholders of Norwegian Cruise Line Holdings Ltd., an exempted company incorporated in Bermuda (“we,” “us,” “our,” or the “Company”), to advise the shareholders of the anticipated issuance of 20,296,880 ordinary shares of the Company to certain securityholders of Prestige Cruises International, Inc., a corporation organized under the laws of the Republic of Panama (“Prestige”), pursuant to an Agreement and Plan of Merger. The Agreement and Plan of Merger and the transactions contemplated thereby, including the issuance of such ordinary shares, was negotiated, considered and approved by a transaction committee consisting entirely of disinterested members of our board of directors. The issuance of ordinary shares to certain securityholders of Prestige in connection with the acquisition of 100% of the equity interests of Prestige has also been approved by the written consent of the holders of a majority of our issued and outstanding ordinary shares. We urge you to read the entire Information Statement included with this Notice carefully for a more complete description of these matters.

Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the issuance of ordinary shares described above can be made no sooner than 20 calendar days after the definitive form of the accompanying Information Statement is first mailed to the Company’s shareholders. Since the definitive form of the accompanying Information Statement is first being mailed to our shareholders on [•], 2014, the issuance of ordinary shares described therein may be taken on or after [•], 2014.

As the matters set forth in this Notice and accompanying Information Statement have been duly authorized and approved by the written consent of the holders of a majority of the voting power of the Company’s issued and outstanding voting securities, your vote or consent is not requested or required to approve these matters. The accompanying Information Statement is provided solely for your information and we are not, by sending this Information Statement, asking any of our shareholders to vote.

By order of the Transaction Committee of the Board of Directors,

/s/ Kevin M. Sheehan

Kevin M. Sheehan

President and Chief Executive Officer

Miami, Florida

[•], 2014

Neither the U.S. Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the acquisition, passed upon the merits or fairness of the acquisition or passed upon the adequacy or accuracy of the disclosures in this notice or the accompanying Information Statement. Any representation to the contrary is a criminal offense.

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