

Norwegian Cruise Line Holdings Ltd.  
Form 8-K  
December 07, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Form 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event Reported): December 7, 2017

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**  
(Exact Name of Registrant as Specified in Charter)

**Bermuda**  
(State or Other Jurisdiction of  
Incorporation)

**001-35784**  
(Commission File Number)

**98-0691007**  
(I.R.S. Employer Identification  
Number)

**7665 Corporate Center Drive, Miami, Florida 33126**  
(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)

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☐ 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))

☐

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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. [ ☐ ]

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On December 7, 2017, Norwegian Cruise Line Holdings Ltd. (the “Company”) provided written notice to the Nasdaq Global Select Market (“Nasdaq”) that the Company intends to voluntarily transfer the listing of its ordinary shares, par value \$0.001 per share (the “Ordinary Shares”), from Nasdaq to the New York Stock Exchange (“NYSE”). The notice stated that the Company expects to voluntarily delist the Ordinary Shares from Nasdaq effective as of the close of trading on December 18, 2017 and to commence trading on the NYSE the following business day, December 19, 2017. The Ordinary Shares will continue to trade under the ticker symbol “NCLH.” Until the transfer of the listing to the NYSE is completed, the Ordinary Shares will continue to be traded on Nasdaq.

A copy of the press release issued by the Company in connection with the transfer of its listing is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit<br/>Number</u> | <u>Description</u> |
|---------------------------|--------------------|
|---------------------------|--------------------|

|             |                                        |
|-------------|----------------------------------------|
| <u>99.1</u> | Press release, dated December 7, 2017. |
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**

Date: December 7, 2017

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