

Norwegian Cruise Line Holdings Ltd.

Form 8-K

February 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 1, 2013

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of Registrant as specified in its charter)

Bermuda

(State of Incorporation)

001-35784

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(Commission File Number)

98-0691007

(I.R.S. Employer Identification No.)

7665 Corporate Center Drive

Miami, Florida
(Address of principal executive offices)

(305) 436-4000

33126
(Zip Code)

(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)
- .. 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))

Item 7.01 Regulation FD Disclosure.

On February 1, 2013, pursuant to Rule 135c of the Securities Act of 1933, as amended (the "Securities Act"), NCL Corporation Ltd. (the "Company"), a subsidiary of Norwegian Cruise Line Holdings Ltd. (the "Registrant"), announced that it had priced \$300,000,000 aggregate principal amount of 5.00% senior unsecured notes due 2018 (the "Notes") at an issue price of 99.451%. A copy of the Company's press release is furnished as Exhibit 99.1.

The Company intends to use the net proceeds from the offering, together with borrowings under its senior secured revolving credit facilities, to redeem its \$450.0 million 11.75% senior secured notes due 2016.

The Registrant is furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant's filings under the Securities Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith, and are furnished solely for the purposes of Item 7.01 of this Form 8-K:

99.1 Text of press release, dated February 1, 2013.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, as amended, Norwegian Cruise Line Holdings Ltd. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized this 1st day of February, 2013.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

Date: February 1, 2013

By: /s/ Wendy A. Beck
Wendy A. Beck
Executive Vice President

and Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number	Description
99.1	Text of press release, dated February 1, 2013.