

Norwegian Cruise Line Holdings Ltd.  
Form SC 13D/A  
November 22, 2017

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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 13)\***

**Norwegian Cruise Line Holdings Ltd.**

(Name of Issuer)

**Ordinary Shares, par value \$0.001**

(Title of Class of Securities)

**G66721 10 4**

(CUSIP Number)

**John F. Hartigan, Esq.**

**Morgan, Lewis & Bockius LLP**

**300 S. Grand Avenue, 22nd Floor**

**Los Angeles, CA 90071**

**(213) 612-2500**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**November 20, 2017**

## Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person NCL Athene LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person OO

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13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Life Re Ltd.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Bermuda
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person IC

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Annuity and Life Company
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Iowa
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person IC

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Annuity and Life Assurance Company
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
	7            Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8            Shared Voting Power 20,570,189 shares of Ordinary Shares
	9            Sole Dispositive Power
	10           Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person IC

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene USA Corporation
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Iowa
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person HC

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Holding Ltd.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Bermuda
7	Sole Voting Power
8	Shared Voting Power 20,570,189 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person HC

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Asset Management, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person IA

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13D

1	Name of Reporting Person I.R.S. Identification of Above Person AAM GP, Ltd.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person CO

CUSIP No. G66721 10 4

13D

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Life Asset Ltd.                   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6   | Citizenship or Place of Organization<br>Cayman Islands  |
|   | 7            Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>20,570,189 shares of Ordinary Shares                                      |
|   | 9            Sole Dispositive Power   |
|   | 10           Shared Dispositive Power<br>2,671,882 shares of Ordinary Shares                                  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,570,189 shares of Ordinary Shares          |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13  | Percent of Class Represented by Amount in Row (11)<br>9.0%  |
| 14  | Type of Reporting Person<br>CO  |

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Capital Management, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 20,570,189 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person PN

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Capital Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
	7            Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8            Shared Voting Power 20,570,189 shares of Ordinary Shares
	9            Sole Dispositive Power
	10           Shared Dispositive Power 2,671,882 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 20,570,189 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 9.0%
14	Type of Reporting Person OO

CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
AAA Associates, L.P.
- 2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds  
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Guernsey
- 7 Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
0 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
2,671,882 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,671,882 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*
- 13 Percent of Class Represented by Amount in Row (11)  
1.2%
- 14 Type of Reporting Person  
PN

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13D

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV), L.P.                   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6   | Citizenship or Place of Organization<br>Cayman Islands  |
|   | 7            Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>20,337,219 shares of Ordinary Shares                                      |
|   | 9            Sole Dispositive Power   |
|   | 10           Shared Dispositive Power<br>2,438,912 shares of Ordinary Shares                                  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,337,219 shares of Ordinary Shares          |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13  | Percent of Class Represented by Amount in Row (11)<br>8.9%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. G66721 10 4

13D

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV II), L.P.                |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6   | Citizenship or Place of Organization<br>Cayman Islands  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>20,364,325 shares of Ordinary Shares   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>2,466,018 shares of Ordinary Shares  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,364,325 shares of Ordinary Shares          |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13  | Percent of Class Represented by Amount in Row (11)<br>8.9%  |
| 14  | Type of Reporting Person<br>PN  |

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
AIF VI NCL (AIV III), L.P.
- 2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds  
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Cayman Islands