

Norwegian Cruise Line Holdings Ltd.  
Form SC 13D/A  
March 06, 2018

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

---

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 14)\***

**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)

**March 2, 2018**

## 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. o

**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).

---

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

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 19,547,736 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 1,649,429 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,547,736 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) 8.7%
14	Type of Reporting Person OO

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

CUSIP No. G66721 10 4

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
8	Shared Voting Power 19,547,736 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,649,429 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,547,736 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) 8.7%
14	Type of Reporting Person IC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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

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 19,547,736 shares of Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 1,649,429 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,547,736 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) 8.7%
14	Type of Reporting Person IC

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

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
8	Shared Voting Power 19,547,736 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,649,429 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,547,736 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) 8.7%
14	Type of Reporting Person IC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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

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
8	Shared Voting Power 19,547,736 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,649,429 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,547,736 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) 8.7%
14	Type of Reporting Person HC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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

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 19,547,736 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,649,429 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,547,736 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) 8.7%
14	Type of Reporting Person HC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



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

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Athene Asset Management, 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   |
| 8  | Shared Voting Power<br>19,547,736 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>1,649,429 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>19,547,736 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>8.7%  |
| 14 | Type of Reporting Person<br>IA  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With