

Norwegian Cruise Line Holdings Ltd.
Form SC 13D/A
December 11, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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)

December 9, 2013

(Date of Event Which Requires Filing of this Statement)

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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).

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AAA Guarantor Co-Invest (B), 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
Marshall Islands
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
88,351,789 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,890,121 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,351,789 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)
43.1%
- 14 Type of Reporting Person
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), 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
88,989,534 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
6,527,866 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,989,534 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)
43.4%
- 14 Type of Reporting Person
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 II), 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
89,062,088 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
6,600,420 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
89,062,088 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)
43.4%
- 14 Type of Reporting Person
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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
88,912,954 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
6,451,286 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,912,954 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)
43.3%
- 14 Type of Reporting Person
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 IV), 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
88,902,485 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
6,440,817 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,902,485 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)
43.3%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Overseas Partners VI, 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
- 7 Sole Voting Power
- 8 Shared Voting Power
89,672,110 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
7,210,442 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
89,672,110 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)
43.7%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Overseas Partners (Delaware) VI, 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
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
85,443,867 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
2,982,199 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
85,443,867 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)
41.7%
- 14 Type of Reporting Person
PN

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

Apollo Overseas Partners (Delaware 892) VI, 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
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
89,744,179 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
7,282,511 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
89,744,179 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)
43.7%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Overseas Partners (Germany) VI, 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
82,553,006 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
91,338 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
82,553,006 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)
40.2%
- 14 Type of Reporting Person
PN

CUSIP No. G66721 10 4

13D

- | | | |
|---|--|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | AAA MIP Limited | |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input type="radio"/> |
o
o |
| 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
Guernsey | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
88,351,789 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,890,121 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
88,351,789 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)
43.1% | |
| 14 | Type of Reporting Person
CO | |

CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Alternative Assets, 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
88,351,789 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,890,121 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,351,789 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)
43.1%
- 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 International Management, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | <input type="radio"/> |
| | (b) <input type="radio"/> | <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
88,351,789 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,890,121 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 88,351,789 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) | |
| | 43.1% | |
| 14 | Type of Reporting Person | |
| | PN | |

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CUSIP No. G66721 10 4

13D

- | | | |
|---|---|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Apollo International 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) | o |
| 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
88,351,789 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,890,121 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 88,351,789 shares of Ordinary Shares | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | x |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 43.1% | |
| 14 | Type of Reporting Person | |
| | OO | |

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Advisors VI (EH), 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
108,482,057 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 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)
52.9%
- 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 Advisors VI (EH-GP), Ltd.
- 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
108,482,057 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 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)
52.9%
- 14 Type of Reporting Person
OO

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Principal Holdings 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
108,482,057 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 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)
52.9%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Principal Holdings III GP, Ltd.
- 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
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
108,482,057 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 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)
52.9%
- 14 Type of Reporting Person
OO

CUSIP No. G66721 10 4

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Apollo Advisors VI, 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
100,028,158 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
17,566,490 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 100,028,158 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) | |
| | 48.8% | |
| 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 VI, LLC.
- 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
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
100,028,158 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 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)
48.8%
- 14 Type of Reporting Person
OO

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Principal Holdings I, 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
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
100,028,158 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 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)
48.8%
- 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 Principal Holdings I GP, LLC
- 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
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
100,028,158 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 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)
48.8%
- 14 Type of Reporting Person
OO

CUSIP No. G66721 10 4

13D

- | | |
|---|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person |
| | Apollo Management VI, 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
126,048,547 shares of Ordinary Shares |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 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)
61.4% |
| 14 | Type of Reporting Person
PN |

CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AIF VI Management, LLC
- 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
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
126,048,547 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 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)
61.4%
- 14 Type of Reporting Person
OO

CUSIP No. G66721 10 4

13D

- | | |
|---|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person |
| | Apollo 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
126,048,547 shares of Ordinary Shares |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 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)
61.4% |
| 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 Management GP, LLC
- 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
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
126,048,547 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 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)
61.4%
- 14 Type of Reporting Person
OO

CUSIP No. G66721 10 4

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Apollo Management Holdings, 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
131,938,668 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
49,477,000 shares of Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 131,938,668 shares of Ordinary Shares | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 64.3% | |
| 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 Management Holdings GP, LLC
- 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
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
131,938,668 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
49,477,000 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
131,938,668 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)
64.3%
- 14 Type of Reporting Person
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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This Amendment No. 2 to Schedule 13D is filed by: (i) AAA Guarantor Co-Invest VI (B), L.P., a Marshall Islands limited partnership (Co-Invest VI (B)), (ii) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands (AIF VI NCL), (iii) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV II)), (iv) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV III)), (v) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV IV)), (vi) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands (Overseas VI), (vii) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership (Overseas Delaware), (viii) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership (Overseas 892), (ix) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands (Overseas Germany), (x) AAA MIP Limited, a limited company incorporated in Guernsey (AAA MIP), (xi) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands (Alternative Assets), (xii) Apollo International Management, L.P., a Delaware limited partnership (Intl Management), (xiii) Apollo International Management GP, LLC, a Delaware limited liability company (International GP), (xiv) Apollo Advisors VI, L.P., a Delaware limited partnership (Advisors VI), (xv) Apollo Capital Management VI, LLC, a Delaware limited liability company (ACM VI), (xvi) Apollo Principal Holdings I, L.P., a Delaware limited partnership (Principal I), (xvii) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company (Principal I GP), (xviii) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands (Advisors VI (EH)), (xix) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Advisors VI (EH-GP)), (xx) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands (Principal III), (xxi) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Principal III GP), (xxii) Apollo Management VI, L.P., a Delaware limited partnership (Management VI), (xxiii) AIF VI Management, LLC, a Delaware limited liability company (AIF VI LLC), (xxiv) Apollo Management, L.P., a Delaware limited partnership (Apollo Management), (xxv) Apollo Management GP, LLC, a Delaware limited liability company (Management GP), (xxvi) Apollo Management Holdings, L.P., a Delaware limited partnership (Management Holdings), and (xxvii) Apollo Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP), and supplements and amends the Statement on Schedule 13D filed on February 4, 2013, and Amendment No. 1 to Schedule 13D filed on August 16, 2013, with respect to the ordinary shares, par value \$0.001 (the Ordinary Shares), of Norwegian Cruise Line Holdings Ltd. (the Issuer). Co-Invest VI (B), AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, AAA MIP, Alternative Assets, Intl Management, International GP, Advisors VI, ACM VI, Principal I, Principal I GP, Advisors VI (EH), Advisors VI (EH GP), Principal III, Principal III GP, Management VI, AIF VI LLC, Apollo Management, Management GP, Management Holdings and Management Holdings GP are referred to herein collectively as the Reporting Persons .

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on February 4, 2013, as amended.

Responses to each item of this Amendment No. 2 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

On December 9, 2013, the Apollo Funds sold an aggregate of 8,250,000 Ordinary Shares pursuant to an underwritten offering (the Offering), as discussed in the Issuer's registration statement on Form S-1 (File No. 333-192417) filed with the Securities and Exchange Commission on November 20, 2013, and the underwriting agreement dated as of December 3, 2013 (the Underwriting Agreement), among the Issuer, the Apollo Funds, the Genting HK Entities and the TPG Entities as selling shareholders, and UBS Securities LLC and Barclays Capital Inc. as the managing underwriters and representatives of the underwriters identified therein. Following the sale of the Ordinary Shares by the Apollo Funds, the Apollo Funds are the record holders of an aggregate of 49,477,000 Ordinary Shares.

Pursuant to the Shareholders Agreement, and following the sale of Ordinary Shares by the Genting HK Entities, the TPG Entities and the Apollo Funds pursuant to the Underwriting Agreement, the Apollo Funds may be deemed to beneficially own an aggregate of 131,938,668 Ordinary Shares, which includes the Ordinary Shares held of record by the Apollo Funds and the Ordinary Shares held by the Genting HK Entities and the TPG Entities, respectively, and represents approximately 64.3% of the Issuer's outstanding Ordinary Shares. See the Amendments to Schedule 13D filed with the Securities and Exchange Commission by the TPG Entities and by the Genting HK Entities, respectively.

The Ordinary Shares reported as beneficially owned by each Reporting Person includes only those shares over which such person may be deemed to have voting or dispositive power. None of the Apollo Funds has voting or dispositive power over the shares owned of record by any of the other Apollo Funds, and only Management Holdings and Management Holdings GP report beneficial ownership of all of the Ordinary Shares reported as beneficially owned by the Apollo Funds. Each of the Reporting Persons disclaims beneficial ownership of all of the Ordinary Shares included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See also the information contained on the cover pages of this Amendment No. 2 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 205,145,258 outstanding Ordinary Shares as of November 15, 2013, as reported by the Issuer in its final prospectus filed under Rule 424(b)(4) with the Securities and Exchange Commission on December 4, 2013.

(b) See the information contained on the cover pages of this Amendment No. 2 to Schedule 13D, which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Ordinary Shares of the Issuer within the last 60 days by the Reporting Persons, other than as described in this Amendment No. 2 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented as follows:

Underwriting Agreement

On December 3, 2013, the Issuer, and the Apollo Funds, the Genting HK Entities and the TPG Entities as the selling shareholders, entered into the Underwriting Agreement with UBS Securities LLC and Barclays Capital Inc. as the managing underwriters and representatives of the underwriters identified in the Underwriting Agreement (collectively, the Underwriters), with respect to, among other things, the sale by the Apollo Funds of an aggregate of 8,250,000 shares of the Ordinary Shares of the Issuer. Pursuant to the Underwriting Agreement, the Apollo Funds also granted the Underwriters a 30-day option to purchase up to 1,237,500 additional Ordinary Shares. Closing of the sale of 8,250,000 of the Ordinary Shares sold by the Apollo Funds occurred on December 9, 2013.

Lock-up Agreement

In connection with the Offering, the Apollo Funds agreed pursuant to a lock-up agreement (the Lock-Up Agreement) with UBS Securities LLC and Barclays Capital Inc. as managing underwriters and representatives of the Underwriters, that for a period of 60 days after December 3, 2013 (the Lock-Up Period), except with the prior written consent of UBS Securities LLC and Barclays Capital Inc., the Apollo Funds would not, among other things and subject to certain exceptions, (i) sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position with the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder with respect to, any Ordinary Shares, any other securities of the Issuer that are substantially similar to Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase or subscribe for, the foregoing (collectively, the Lock-Up Securities); (ii) enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Securities, whether any such transaction is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise; or (iii) publicly announce an intention to effect any transaction specified in clause (i) or (ii).

The Lock-Up Period will be automatically extended if (i) during the last 17 days of the Lock-Up Period, or (ii) prior to the expiration of the Lock-Up Period, the Issuer announces that it will release earnings results during the 16-day period beginning on the last day of the Lock-Up Period, in which case the restrictions imposed by the Lock-Up Agreement will continue to apply until the expiration of the 18-day period beginning on the date of issuance of the earnings release or the occurrence of the material news or material event, unless UBS Securities LLC and Barclays Capital Inc. waive, in writing, such extension.

The summaries of the Underwriting Agreement and the Lock-Up Agreement as described in this Item 6 do not purport to be complete and are qualified in their entirety by reference to such agreements, which are attached to this Amendment No. 2 to Schedule 13D as Exhibit 1 and Exhibit 2, respectively, and are incorporated herein by this reference.

Item 7.

Material to be Filed as Exhibits

Exhibit 1: Form of Underwriting Agreement, by and among the Issuer, the Apollo Funds, the Genting HK Entities and the TPG Entities as selling shareholders, and UBS Securities LLC and Barclays Capital Inc. as the managing underwriters and representatives of the Underwriters (incorporated herein by reference to Exhibit 1.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-192417) filed with the Securities and Exchange Commission on December 3, 2013).

Exhibit 2: Form of Lock-Up Agreement by and among UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters, together with the other Underwriters named in Schedule A to the Underwriting Agreement referred to therein, and the Apollo Funds.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: December 11, 2013

AAA GUARANTOR - CO-INVEST VI (B), L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV II), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV III), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV IV), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

By: Apollo Advisors VI, L.P.,
its managing general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE) VI, L.P.

By: Apollo Advisors VI, L.P.,
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P.,
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.,
its managing general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President