

Norwegian Cruise Line Holdings Ltd.
Form 8-K/A
July 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 21, 2013

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of Registrant as specified in its charter)

Bermuda

(State of Incorporation)

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001-35784

(Commission File Number)

98-0691007

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

7665 Corporate Center Drive

Miami, Florida

(Address of principal executive offices)

33126

(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)
- .. 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))

On June 25, 2013, Norwegian Cruise Line Holdings Ltd. filed a Current Report on Form 8-K (the "Report") with the Securities and Exchange Commission (the "SEC") to report that certain of its subsidiaries entered into supplemental deeds, dated as of June 21, 2013, to certain of its existing credit facilities, which amended and restated such credit facilities. This Amendment No. 1 to Current Report on Form 8-K/A amends the Report by amending Item 1.01 and adding Item 9.01 to include certain exhibits.

Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

1. Third Supplemental Deed to Credit Agreement - Pride of Hawaii, LLC

A copy of the third supplemental deed, including all schedules thereto, is attached as Exhibit 10.1 to this Current Report on Form 8-K/A and is incorporated herein by reference.

2. Third Supplemental Deed to Credit Agreement - Norwegian Jewel Limited

A copy of the third supplemental deed, including all schedules thereto, is attached as Exhibit 10.2 to this Current Report on Form 8-K/A and is incorporated herein by reference.

3. Thirteenth Supplemental Deed to Secured Loan Agreement - Pride of America Ship Holding, LLC

A copy of the thirteenth supplemental deed, including all schedules thereto, is attached as Exhibit 10.3 to this Current Report on Form 8-K/A and is incorporated herein by reference.

4. Eleventh Supplemental Deed to Secured Loan Agreement - Pride of Hawaii, LLC

A copy of the eleventh supplemental deed, including all schedules thereto, is attached as Exhibit 10.4 to this Current Report on Form 8-K/A and is incorporated herein by reference.

5. Ninth Supplemental Deed to Secured Loan Agreement - Norwegian Jewel Limited

A copy of the ninth supplemental deed, including all schedules thereto, is attached as Exhibit 10.5 to this Current Report on Form 8-K/A and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Exhibit No.	Description
10.1	Third Supplemental Deed, dated June 21, 2013 to 126.1 million Pride of Hawaii Credit Agreement dated as of November 18, 2010 (as amended), by and among Pride of Hawaii, LLC, NCL Corporation Ltd., as guarantor, KFW IPEX-Bank GmbH, as facility agent, collateral agent and Hermes agent, and a syndicate of financial institutions party thereto as lenders.+
10.2	Third Supplemental Deed, dated June 21, 2013 to 126.1 million Norwegian Jewel Credit Agreement dated as of November 18, 2010 (as amended), by and among Norwegian Jewel Limited, NCL Corporation Ltd., as guarantor, KFW IPEX-Bank GmbH, as facility agent and collateral agent, Commerzbank Aktiengesellschaft, as the Hermes Agent, and a syndicate of financial institutions party thereto as lenders.+

- 10.3 Thirteenth Supplemental Deed, dated June 21, 2013, to 258.0 million Pride of America Loan dated as of April 4, 2003 (as amended), by and among Pride of America Ship Holding, LLC, NCL Corporation Ltd., as guarantor, NCL America Holdings, LLC, as shareholder, NCL America LLC, as manager, NCL (Bahamas) Ltd., as Sub-Agent, HSBC Bank PLC, as agent and trustee, KFW IPEX-Bank GmbH, as Hermes agent, and a syndicate of financial institutions party thereto as lenders.+
- 10.4 Eleventh Supplemental Deed, dated June 21, 2013, to 308.0 million Pride of Hawaii Loan dated as of April 20, 2004 (as amended), by and among Pride of Hawaii, LLC, NCL Corporation Ltd., as guarantor, NCL America Holdings, LLC, as shareholder, NCL (Bahamas) Ltd., as bareboat charterer, HSBC Bank PLC, as agent and trustee, KFW IPEX-Bank GmbH, as Hermes agent, and a syndicate of financial institutions party thereto as lenders.+
- 10.5 Ninth Supplemental Deed, dated June 21, 2013 to \$334.1 million Norwegian Jewel Loan dated as of April 20, 2004 (as amended), by and among Norwegian Jewel Limited, NCL Corporation Ltd., as guarantor, NCL International, Ltd., as shareholder, NCL (Bahamas) Ltd., as manager, HSBC Bank PLC, as agent and trustee, Commerzbank Aktiengesellschaft, as Hermes agent, and a syndicate of financial institutions party thereto as lenders.+

+ Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the SEC.

SIGNATURES

Pursuant to the requirements 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 11th day of July, 2013.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By: /s/ Daniel S. Farkas
Daniel S. Farkas

Senior Vice President

and General Counsel

EXHIBIT INDEX

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10.2	Third Supplemental Deed, dated June 21, 2013 to 126.1 million Norwegian Jewel Credit Agreement dated as of November 18, 2010 (as amended), by and among Norwegian Jewel Limited, NCL Corporation Ltd., as guarantor, KFW IPEX-Bank GmbH, as facility agent and collateral agent, Commerzbank Aktiengesellschaft, as the Hermes Agent, and a syndicate of financial institutions party thereto as lenders.+
10.3	Thirteenth Supplemental Deed, dated June 21, 2013, to 258.0 million Pride of America Loan dated as of April 4, 2003 (as amended), by and among Pride of America Ship Holding, LLC, NCL Corporation Ltd., as guarantor, NCL America Holdings, LLC, as shareholder, NCL America LLC, as manager, NCL (Bahamas) Ltd., as Sub-Agent, HSBC Bank PLC, as agent and trustee, KFW IPEX-Bank GmbH, as Hermes agent, and a syndicate of financial institutions party thereto as lenders.+
10.4	Eleventh Supplemental Deed, dated June 21, 2013, to 308.0 million Pride of Hawaii i Loan dated as of April 20, 2004 (as amended), by and among Pride of Hawaii, LLC, NCL Corporation Ltd., as guarantor, NCL America Holdings, LLC, as shareholder, NCL (Bahamas) Ltd., as bareboat charterer, HSBC Bank PLC, as agent and trustee, KFW IPEX-Bank GmbH, as Hermes agent, and a syndicate of financial institutions party thereto as lenders.+
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