

BONDERMAN DAVID

Form 3

January 17, 2013

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â TPG Group Holdings (SBS)
Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC,Â 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH,Â TXÂ 76102

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/17/20133. Issuer Name **and** Ticker or Trading Symbol
Norwegian Cruise Line Holdings Ltd. [NCLH]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Ordinary Shares

1,250

I

See Explanation of Responses ⁽¹⁾
(2) (3) (4)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â	Â	Former 10% Owner
COULTER JAMES G C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â	Â	Former 10% Owner

Signatures

By: Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc.(5)	01/17/2013
__Signature of Reporting Person	Date
By: Ronald Cami on behalf of David Bonderman (5) (6)	01/17/2013
__Signature of Reporting Person	Date
By: Ronald Cami on behalf of James G. Coulter (5) (6)	01/17/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) David Bonderman and James G. Coulter are directors, officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III, L.P., which is the sole shareholder of TPG Viking AIV GenPar Advisors, Inc.
- (2) TPG Viking AIV GenPar Advisors, Inc. is the general partner of TPG Viking AIV GenPar, L.P., which is the general partner of each of TPG Viking I, L.P., ("Viking I"), which directly holds 932 ordinary shares ("Ordinary Shares") of Norwegian Cruise Line Holdings Ltd. (the "Issuer"), TPG Viking II, L.P., ("Viking II"), which directly holds 274 Ordinary Shares of the Issuer, and TPG Viking AIV III, L.P. ("Viking AIV III" and together with Viking I and Viking II, the "TPG Viking Funds"), which directly holds 44 Ordinary Shares of the Issuer.
- (3)

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(3) Because of the relationship between the Reporting Persons and each of the TPG Viking Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Viking Funds. Each Reporting Person and each TPG Viking Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG Viking Fund's pecuniary interest therein, if any.

- (4) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any Ordinary Shares in excess of their respective pecuniary interests.

Â

Remarks:

(5)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Exch

(6)Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ bothÂ Messrs.Â BondermanÂ andÂ CoulterÂ pursuantÂ toÂ theÂ autl

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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