

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 15)*

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 3, 2018

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(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) ☐ (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	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
	8	Shared Voting Power 0 Ordinary Shares
	9	Sole Dispositive Power
	10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%	
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) ☐ (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 Bermuda
7	Sole Voting Power
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person IC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) ☐ (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 Iowa
7	Sole Voting Power
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person IC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. G66721 10 4

13D

- | | |
|----|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Athene Annuity & Life Assurance Company |
| 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
0 Ordinary Shares |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
0 Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
0 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)
0.0% |
| 14 | Type of Reporting Person
IC |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) ☐ (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 Iowa
7	Sole Voting Power
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) ☐ (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 Bermuda
7	Sole Voting Power
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Asset 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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person IA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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13D

1	Name of Reporting Person I.R.S. Identification of Above Person AAM Holdings, 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) ☐ (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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Life Assets 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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) ☐ (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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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) ☐ (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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
- 8 Shared Voting Power
0 Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
0 Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
0 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)
0.0%
- 14 Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Ordinary Shares
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Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
- 8 Shared Voting Power
0 Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
0 Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
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Number of
Shares
Beneficially
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Each
Reporting
Person With

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CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI Euro Holdings, 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Ordinary Shares
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Number of
Shares
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Person With

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13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VII Euro Holdings, 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 0 Ordinary Shares
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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 AAA Guarantor - Co-Invest VII, 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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
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Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AAA Investments (Co-Invest VII), 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 0 Ordinary Shares
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	10 Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Ordinary Shares
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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 AAA MIP Limited
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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person CO

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 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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

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 Apollo International Management, 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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) ☐ (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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person OO

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 Apollo Advisors 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

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 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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
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14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

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 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 0 Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
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 VII (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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

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 Apollo Advisors VII (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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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 0 Ordinary Shares
	9 Sole Dispositive Power
	10 Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
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 Management 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 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

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 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
8	Shared Voting Power 0 Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person OO

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 Apollo Management VII, 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 0 Ordinary Shares
9	Sole Dispositive Power
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11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person PN

Number of
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Each
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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 AIF VII 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
8	Shared Voting Power 0 Ordinary Shares
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11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%
14	Type of Reporting Person OO

Number of
Shares
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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 Apollo Management, 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 0 Ordinary Shares
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14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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
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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 Apollo Management Holdings, 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
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13	Percent of Class Represented by Amount in Row (11) 0.0%
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Number of
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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 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	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power
	8	Shared Voting Power 0 Ordinary Shares
	9	Sole Dispositive Power
	10	Shared Dispositive Power 0 Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 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) 0.0%	
14	Type of Reporting Person OO	

This Amendment No. 15 to Schedule 13D supplements and amends the Statement on Schedule 13D filed on February 4, 2013, Amendment No. 1 to Schedule 13D filed on August 16, 2013, Amendment No. 2 to Schedule 13D filed on December 11, 2013, Amendment No. 3 to Schedule 13D filed on December 31, 2013, Amendment No. 4 to Schedule 13D filed on March 12, 2014, Amendment No. 5 to Schedule 13D filed on September 5, 2014, Amendment No. 6 to Schedule 13D filed on November 21, 2014, Amendment No. 7 to Schedule 13D filed on May 28, 2015, Amendment No. 8 to Schedule 13D filed on August 18, 2015, Amendment No. 9 to Schedule 13D filed on August 31, 2015, Amendment No. 10 to Schedule 13D filed on December 21, 2015, Amendment No. 11 to Schedule 13D filed on October 11, 2016, Amendment No. 12 to Schedule 13D filed on August 18, 2017, Amendment No. 13 to Schedule 13D filed on November 22, 2017, and Amendment No. 14 to Schedule 13D filed on March 6, 2018, with respect to the ordinary shares, par value \$0.001 (the Ordinary Shares), of Norwegian Cruise Line Holdings Ltd. (the Issuer).

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. 15 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 2 is hereby amended by replacing the first, second, and third paragraphs thereof in their entirety with the following:

This Amendment No. 15 to Schedule 13D is filed by: (i) NCL Athene LLC, a Delaware limited liability company (NCL Athene); (ii) Athene Life Re Ltd., a Bermuda reinsurance company (ALRe); (iii) Athene Annuity and Life Company, an Iowa corporation (AALC); (iv) Athene Annuity & Life Assurance Company, a Delaware corporation (AALA); (v) Athene USA Corporation, an Iowa corporation (AUSA); (vi) Athene Holding Ltd., a Bermuda exempted company (Athene Holding); (vii) Athene Asset Management LLC, a Delaware limited liability company (AAM); (viii) AAM Holdings, L.P., an exempted limited partnership registered in the Cayman Islands (AAMH); (ix) AAM GP Ltd., an exempted company incorporated in the Cayman Islands with limited liability (AAM GP); (x) Apollo Life Assets Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Apollo Life); (xi) Apollo Capital Management, L.P., a Delaware limited partnership (Capital Management); (xii) Apollo Capital Management GP, LLC, a Delaware limited liability company (Capital Management GP); (xiii) AAA Associates, L.P., a Guernsey limited partnership (AAA Associates); (xiv) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands (AIF VI NCL); (xv) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV II)); (xvi) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV III)); (xvii) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV IV)); (xviii) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands (Overseas VI); (xix) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership (Overseas Delaware); (xx) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership (Overseas 892); (xxi) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands (Overseas Germany); (xxii) AIF VI Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands (AIF VI Euro); (xxiii) AIF VII Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands (AIF VII Euro);

(xxiv) AAA MIP Limited, a limited company incorporated in Guernsey (AAA MIP); (xxv) AAA Guarantor Co-Invest VII, L.P., a Guernsey limited partnership (Co-Invest VII); (xxvi) AAA Investments (Co-Invest VII), L.P., a Delaware limited partnership (AAA Investments); (xxvii) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands (Alternative Assets); (xxviii) Apollo International Management, L.P., a Delaware limited partnership (Intl Management); (xxix) Apollo International Management GP, LLC, a Delaware limited liability company (International GP); (xxx) Apollo Advisors VI, L.P., a Delaware limited partnership (Advisors VI); (xxxi) Apollo Capital Management VI, LLC, a Delaware limited liability company (ACM VI); (xxxii) Apollo Principal Holdings I, L.P., a Delaware limited partnership (Principal I); (xxxiii) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company (Principal I GP); (xxxiv) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands (Advisors VI (EH)); (xxxv) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Advisors VI (EH-GP)); (xxxvi) Apollo Advisors VII (EH), L.P., an exempted limited partnership registered in the Cayman Islands (Advisors VII (EH)); (xxxvii) Apollo Advisors VII (EH-GP) Ltd, an exempted company incorporated in the Cayman Islands with limited liability (Advisors VII (EH-GP)); (xxxviii) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands (Principal III); (xxxix) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Principal III GP); (xl) Apollo Management VI, L.P., a Delaware limited partnership (Management VI); (xli) AIF VI Management, LLC, a Delaware limited liability company (AIF VI LLC); (xlii) Apollo Management VII, L.P., a Delaware limited partnership (Management VII); (xliii) AIF VII Management, LLC, a Delaware limited liability company (AIF VII LLC); (xliv) Apollo Management, L.P., a Delaware limited partnership (Apollo Management); (xlv) Apollo Management GP, LLC, a Delaware limited liability company (Management GP); (xlvi) Apollo Management Holdings, L.P., a Delaware limited partnership (Management Holdings), and (xlvii) Apollo Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP).

The address for NCL Athene, Athene Holding and ALRe is 96 Pitts Bay Road, Pembroke, Bermuda HM08. The address for Co-Invest VII, AAA Associates and AAA MIP is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands. The address for each of Overseas Delaware, Overseas 892, AAA Investments, Advisors VI, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address for AAM is 2121 Rosecrans Ave., Suite 5300, El Segundo, California 90245. The address for each of AAMH, AAM GP, Apollo Life, AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Germany, AIF VI Euro, AIF VII Euro, Alternative Assets, Advisors VI (EH), Advisors VII (EH), Advisors VII (EH GP), Principal III and Principal III GP is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands. The address for Advisors VI (EH GP) is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, KY1-9005 Grand Cayman, Cayman Islands. The address for AALA, AALC and AUSA is 7700 Mills Civic Parkway, West Des Moines, Iowa 50266. The address for each of Capital Management, Capital Management GP, Intl Management, International GP, Management VI, AIF VI LLC, Management VII, AIF VII LLC, Apollo Management, Management GP, Management Holdings and Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019.

NCL Athene is principally engaged in the business of investing in securities of the Issuer. ALRe and AALC, each of which are Class A members of NCL Athene and thereby have the right to control how NCL Athene votes the Ordinary Shares of the Issuer, are each principally engaged in the business of insurance. AALA is the sole shareholder of AALC and is principally engaged in the business of insurance. AUSA is the sole shareholder of and is principally engaged in the business of serving as an insurance holding company. Athene Holding is the sole shareholder of ALRe and AUSA and is

principally engaged in the business of serving as an insurance holding company. AAM serves as the investment manager for AALC and ALRe pursuant to an investment management agreement with each of AALC and ALRe and is principally engaged in the business of acting as investment manager to Athene Holding and its subsidiaries. AAMH is the sole member of AAM and is principally engaged in the business of investing in AAM. AAM GP is the general partner of AAMH, and is principally engaged in the business of acting as general partner to AAMH. Apollo Life is the sole shareholder of AAM GP, and is principally engaged in the business of investing in AAM GP. Capital Management is registered as an investment adviser with the SEC and is the sole member and manager of Apollo Life, and is principally engaged in the business of acting as investment manager to Apollo investment funds. Capital Management GP is the general partner of Capital Management and is principally engaged in the business of serving as the general partner of Capital Management.

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 3, 2018, NCL Athene, AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, AIF VI Euro, AIF VII Euro, Co-Invest VII, Alternative Assets, Management VI and Management VII (collectively, the Apollo Holders) sold an aggregate of 15,728,782 Ordinary Shares pursuant to an underwritten offering (the Offering), as described in the Issuer's Rule 424(b)(7) final prospectus supplement (File No. 333-216441) filed with the Securities and Exchange Commission on November 30, 2018, and the underwriting agreement dated as of November 28, 2018 (the Underwriting Agreement), among the Issuer, the Apollo Holders and Star NCLC Holdings Ltd. as selling shareholders, and Morgan Stanley & Co. LLC as the underwriter. Following the sale of the Ordinary Shares by the Apollo Holders, the Apollo Holders are no longer record holders of any Ordinary Shares.

Following the Offering, the Apollo Holders no longer may be deemed to beneficially own any Ordinary Shares, including any Ordinary Shares held of record by the Apollo Holders and the Ordinary Shares held by the Genting HK Entities (as a result of the Apollo Holders' rights under the Shareholders Agreement regarding voting of those shares).

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. Only Management Holdings and Management Holdings GP report beneficial ownership of all of the Ordinary Shares owned of record by the Apollo Holders. 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. 15 to Schedule 13D, which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting

Person is based on 219,976,115 outstanding Ordinary Shares, which is based on 221,659,283 outstanding Ordinary Shares as of October 31, 2018, after giving effect to the Issuer's repurchase of 1,683,168 shares concurrent with the Offering, as disclosed by the Issuer in the Rule 424(b)(7) final prospectus supplement (File No. 333-216441) filed with the Securities and Exchange Commission on November 30, 2018.

(b) See the information contained on the cover pages of this Amendment No. 15 to Schedule 13D, which is incorporated herein by reference.

(c) Other than as discussed above, there have been no reportable transactions with respect to the Ordinary Shares of the Issuer within the last 60 days by the Reporting Persons.

(d) Not applicable.

(e) On December 3, 2018, the Apollo Holders ceased to be the beneficial owners of more than five percent of the Issuer's Ordinary Shares.

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 November 28, 2018, the Issuer, the Apollo Holders and Star NCLC Holdings Ltd. as selling shareholders, and Morgan Stanley & Co. LLC, as the underwriter (the "Underwriter"), entered into the Underwriting Agreement with respect to, among other things, the sale by the Apollo Holders of an aggregate of 15,728,782 Ordinary Shares of the Issuer. Closing of the sale of the Ordinary Shares sold by the Apollo Holders occurred on December 3, 2018.

The summary of the Underwriting Agreement as described in this Item 6 does not purport to be complete and is qualified in its entirety by reference to such agreement, which is attached to this Amendment No. 15 to Schedule 13D as Exhibit 1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Exhibit 1: Underwriting Agreement dated November 28, 2018, by and among the Issuer, Morgan Stanley & Co. LLC and each selling shareholder named therein (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K (File No. 001-35784) filed by the Issuer with the Securities and Exchange Commission on December 3, 2018)

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 6, 2018

NCL ATHENE LLC

By: Athene Annuity and Life Company,
its Class A member

By: /s/ John L. Golden
Name: John L. Golden
Title: Executive Vice President, Legal

ATHENE LIFE RE LTD.

By: /s/ Adam Laing
Name: Adam Laing
Title: Chief Financial Officer

ATHENE ANNUITY AND LIFE COMPANY

By: /s/ John L. Golden
Name: John L. Golden
Title: Executive Vice President, Legal

ATHENE ANNUITY & LIFE ASSURANCE COMPANY

By: /s/ John L. Golden
Name: John L. Golden
Title: Executive Vice President, Legal

ATHENE USA CORPORATION

By: /s/ John L. Golden
Name: John L. Golden
Title: Executive Vice President, Legal

ATHENE HOLDING LTD.

By: /s/ John L. Golden
Name: John L. Golden
Title: Executive Vice President, Legal

ATHENE ASSET MANAGEMENT LLC

By: /s/ Angelo Lombardo
Name: Angelo Lombardo
Title: Senior Vice President, General Counsel and Secretary

AAM HOLDINGS, L.P.

By: AAM GP Ltd.
its general partner

By: /s/ Angelo Lombardo
Name: Angelo Lombardo
Title: Senior Vice President, General Counsel and Secretary

AAM GP LTD.

By: /s/ Angelo Lombardo
Name: Angelo Lombardo
Title: Senior Vice President, General Counsel and Secretary

APOLLO LIFE ASSETS LTD.

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC
its general partner

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

AAA ASSOCIATES, L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its service provider

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

By: Apollo International Management GP, LLC
its general partner

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

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its service provider

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

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

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

AAA GUARANTOR - CO-INVEST VII, L.P.

By: AAA Investments (Co-Invest VII), L.P.
its general partner

By: Apollo Alternative Assets, L.P.
its service provider

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

By: Apollo International Management GP, LLC
its general partner

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

AAA INVESTMENTS (CO-INVEST VII), L.P.

By: Apollo Alternative Assets, L.P.
its service provider

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

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

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

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

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

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

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

AIF VI EURO HOLDINGS, 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
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VI (EH), L.P.

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

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

APOLLO ADVISORS VI (EH-GP), LTD.

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

AIF VII EURO HOLDINGS, L.P.

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

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

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

APOLLO ADVISORS VII (EH), L.P.

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

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

APOLLO ADVISORS VII (EH-GP), LTD.

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

APOLLO PRINCIPAL HOLDINGS III, L.P.

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

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

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

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

APOLLO ADVISORS VI, L.P.

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

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

APOLLO CAPITAL MANAGEMENT VI, LLC

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

APOLLO PRINCIPAL HOLDINGS I, L.P.

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

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

APOLLO PRINCIPAL HOLDINGS I GP, LLC

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

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

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

AIF VI MANAGEMENT, LLC

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

APOLLO MANAGEMENT VII, L.P.

By: AIF VII Management, LLC
its general partner

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

AIF VII MANAGEMENT, LLC

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

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

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

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley

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Name:
Title:

Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

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

APOLLO MANAGEMENT HOLDINGS GP, LLC

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