
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**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 16, 2022

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-35784
(Commission
File Number)

98-0691007
(I.R.S. Employer
Identification No.)

7665 Corporate Center Drive, Miami, Florida 33126

(Address of principal executive offices, and 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 (see General Instruction A.2. below):

- Written communication 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, par value \$.001 per share	NCLH	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers.

The Board of Directors (the “Board”) of Norwegian Cruise Line Holdings Ltd. (the “Company”) previously adopted an amendment and restatement of the Norwegian Cruise Line Holdings Ltd. 2013 Performance Incentive Plan (the “2013 Plan” and as amended and restated, the “Restated 2013 Plan”), subject to approval by the Company’s shareholders at the Annual Meeting (as such term is defined in Item 5.07 of this Current Report on Form 8-K). As disclosed in Item 5.07 below, the Company’s shareholders approved the Restated 2013 Plan at the Annual Meeting.

Among other things, the Restated 2013 Plan reflects amendments to:

- i. increase the number of the Company’s ordinary shares that may be delivered pursuant to all awards granted under the Restated 2013 Plan by an additional 7,000,000 shares, from 32,375,106 shares to a new maximum aggregate limit of 39,375,106 shares; and
- ii. extend the expiration date of the Restated 2013 Plan to April 25, 2032.

The Board or one or more committees appointed by the Board administers the Restated 2013 Plan. The Board has delegated general administrative authority for the Restated 2013 Plan to the Compensation Committee of the Board. The administrator of the Restated 2013 Plan has broad authority under the plan to, among other things, select eligible participants and determine the type(s) of award(s) that they are to receive, determine the number of shares that are to be subject to awards and the terms and conditions of awards, including the price (if any) to be paid for the shares or the award.

Persons eligible to receive awards under the Restated 2013 Plan include officers or employees of the Company or any of its subsidiaries, members of the Board, and certain consultants and advisors to the Company or any of its subsidiaries. The types of awards that may be granted under the Restated 2013 Plan include, without limitation, options, share appreciation rights, share bonuses, restricted shares, performance shares, share units, phantom shares, dividend equivalents and other forms of awards, which are granted or denominated in the Company’s ordinary shares, as well as cash bonus awards.

The maximum number of the Company’s ordinary shares that may be delivered pursuant to awards granted under the Restated 2013 Plan is equal to 39,375,106 shares. Ordinary shares subject to outstanding awards that are settled in cash will be available for issuance under the Restated 2013 Plan, as will any ordinary shares exchanged or withheld by the Company to satisfy any purchase price and tax withholding obligations related to “full value awards” such as restricted shares or restricted share units. However, with respect to all awards of options or share appreciation rights (“SAR(s)”) that are not issued or delivered as a result of the net settlement of an outstanding option or SAR, or any ordinary shares that are not issued or are tendered back to the Company as payment for any options or SARs, as well as any ordinary shares withheld or tendered to satisfy tax withholding obligations related to options or SARs, as well as any shares repurchased with the proceeds of any option exercise price, will not again be available for new grants under the Restated 2013 Plan. In addition, the gross number of ordinary shares for which a SAR award is exercised, and not the number of ordinary shares actually issued, will count against the share limits of the Restated 2013 Plan.

The foregoing summary of the Restated 2013 Plan and the amendments thereto is qualified in its entirety by reference to the text of the Restated 2013 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 16, 2022, the Company held its annual general meeting of shareholders at the Pullman Miami, 5800 Blue Lagoon Drive, Miami, Florida 33126 (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders voted on five proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2022 (the “Proxy Statement”). There were 260,222,120 ordinary shares present at the Annual Meeting in person or by proxy, which represented 62.09% of the combined voting power of ordinary shares entitled to vote at the Annual Meeting, and which constituted a quorum for the transaction of business. Holders of the Company’s ordinary shares were entitled to one vote for each ordinary share held as of the close of business on April 1, 2022.

The shareholders of the Company voted on the following proposals at the Annual Meeting:

1. To elect two directors, each to serve as Class III directors until the 2025 annual general meeting of shareholders and until his successor has been elected and qualified, or until his earlier death, resignation or removal.
 2. To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement.
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3. To approve an amendment to the 2013 Plan, including an increase in the number of shares available for grant under the 2013 Plan.
4. To ratify the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for the year ending December 31, 2022 and the determination of PwC’s remuneration by the Audit Committee of the Board.
5. To consider and vote upon one shareholder proposal regarding the retention of shares by Company executives.

The voting results for each of these proposals are detailed below.

1. Election of Directors

Nominee	For	Against	Abstain	Broker Non-Votes
Frank J. Del Rio	145,012,064	3,508,915	479,490	111,221,651
Harry C. Curtis	145,658,981	2,662,476	679,012	111,221,651

Each of the two nominees for director was elected to serve until the 2025 annual general meeting of shareholders and until his successor has been elected and qualified, or until his earlier death, resignation or removal.

2. Advisory Vote on Executive Compensation

For	Against	Abstain	Broker Non-Votes
22,794,418	125,421,066	784,985	111,221,651

The shareholders did not approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement.

3. Approval of Amendment to 2013 Performance Incentive Plan

For	Against	Abstain	Broker Non-Votes
141,787,440	6,478,238	734,791	111,221,651

The shareholders approved an amendment to the 2013 Plan, including an increase in the number of shares available for grant under such plan. The Restated 2013 Plan is described above in Item 5.02 of this Current Report on Form 8-K.

4. Ratification of Appointment of Independent Registered Public Accounting Firm

For	Against	Abstain	Broker Non-Votes
253,474,942	5,470,411	1,276,767	—

The shareholders ratified the appointment of PwC as the Company’s independent registered public accounting firm for the year ending December 31, 2022 and the determination of PwC’s remuneration by the Audit Committee of the Board.

5. Shareholder Proposal Regarding Retention of Shares by Company Executives

For	Against	Abstain	Broker Non-Votes
35,394,055	112,377,926	1,228,488	111,221,651

The shareholders did not approve the shareholder proposal regarding the retention of shares by Company executives.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Norwegian Cruise Line Holdings Ltd. Amended and Restated 2013 Performance Incentive Plan.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Date: June 17, 2022

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By: /s/Daniel S. Farkas
Executive Vice President, General Counsel and
Assistant Secretary
