

Norwegian Cruise Line Holdings Ltd.  
Form SC 13D/A  
August 18, 2017

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 12)\***

**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)

**August 16, 2017**

## Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

(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. 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<br>I.R.S. Identification of Above Person<br>NCL Athene LLC                                   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Athene Life Re Ltd.                              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Bermuda   |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>IC  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Athene Annuity and Life Company                  |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Iowa  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>IC  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
Athene Annuity and 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
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
21,094,524 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
3,196,217 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
21,094,524 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)  
9.3%
- 14 Type of Reporting Person  
IC

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- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Athene USA Corporation                           |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>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<br>Iowa  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14  | Type of Reporting Person<br>HC  |

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- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Athene Holding Ltd.                              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Bermuda   |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>HC  |



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- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Athene Asset Management, L.P.                    |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>IA  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AAM GP, Ltd.                                     |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>CO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Life Asset Ltd.                           |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>CO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Capital Management, L.P.                  |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Capital Management GP, LLC                |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,094,524 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,094,524 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AAA Associates, L.P.                             |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Guernsey  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>0 shares of Ordinary Shares  |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,196,217 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)<br>1.4%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV), L.P.                           |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>20,815,835 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,917,528 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,815,835 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)<br>9.1%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV II), L.P.                        |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>20,848,261 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,949,954 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,848,261 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)<br>9.1%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV III), L.P.                       |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>20,781,609 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,883,302 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,781,609 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)<br>9.1%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV IV), L.P.                        |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>20,776,930 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,878,623 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>20,776,930 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)<br>9.1%  |
| 14 | Type of Reporting Person<br>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 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   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power<br>21,120,901 shares of Ordinary Shares     |
|   | 9  | Sole Dispositive Power  |
|   | 10 | Shared Dispositive Power<br>3,222,594 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
21,120,901 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)  
9.3%
- 14 Type of Reporting Person  
PN

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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) <input type="radio"/> (b) <input checked="" 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
8	Shared Voting Power 19,231,154 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,332,847 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,231,154 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) 8.4%
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<br>I.R.S. Identification of Above Person<br>Apollo Overseas Partners (Delaware 892) VI, L.P. |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>21,153,113 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,254806 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>21,153,113 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)<br>9.3%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Overseas Partners (Germany) VI, L.P.      |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>17,939,130 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>40,823 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>17,939,130 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)<br>7.9%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI Euro Holdings, L.P.                       |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>23,614,677 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>5,716,370 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>23,614,677 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)<br>10.4%   |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VII Euro Holdings, L.P.                      |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>19,965,663 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,067,356 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>19,965,663 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)<br>8.8%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AAA Guarantor - Co-Invest VII, L.P.              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Guernsey  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>17,913,179 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>14,872 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>17,913,179 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)<br>7.9%  |
| 14 | Type of Reporting Person<br>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 AAA Investments (Co-Invest VII), L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" 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
8	Shared Voting Power 17,913,179 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 14,872 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 17,913,179 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) 7.9%
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<br>I.R.S. Identification of Above Person<br>AAA MIP Limited                                  |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Guernsey  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>0 shares of Ordinary Shares  |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,196,217 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,196,217 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)<br>1.4%  |
| 14 | Type of Reporting Person<br>CO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Alternative Assets, L.P.                  |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>17,913,430 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,211,340 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>17,913,430 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)<br>7.9%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo International Management, L.P.            |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>17,913,430 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,211,340 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>17,913,430 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)<br>7.9%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo International Management GP, LLC          |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>17,913,430 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>3,211,340 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>17,913,430 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)<br>7.9%  |
| 14 | Type of Reporting Person<br>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<br>I.R.S. Identification of Above Person<br>Apollo Advisors VI, L.P.                         |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>25,749,377 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>7,851,070 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>25,749,377 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)<br>11.3%   |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Capital Management VI, LLC                |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>25,749,377 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>7,851,070 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>25,749,377 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)<br>11.3%   |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings I, L.P.                |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>25,749,377 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>7,851,070 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>25,749,377 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)<br>11.3%   |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings I GP, LLC              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>25,749,377 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>7,851,070 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>25,749,377 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)<br>11.3%   |
| 14 | Type of Reporting Person<br>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<br>I.R.S. Identification of Above Person<br>Apollo Advisors VI (EH), L.P.                    |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>35,244,084 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>17,345,777 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,244,084 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)<br>15.5%   |
| 14 | Type of Reporting Person<br>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<br>I.R.S. Identification of Above Person<br>Apollo Advisors VI (EH-GP), Ltd.                 |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>35,244,084 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>17,345,777 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,244,084 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)<br>15.5%   |
| 14 | Type of Reporting Person<br>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<br>I.R.S. Identification of Above Person<br>Apollo Advisors VII (EH), L.P.                   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>19,965,663 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,067,356 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>19,965,663 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)<br>8.8%  |
| 14 | Type of Reporting Person<br>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<br>I.R.S. Identification of Above Person<br>Apollo Advisors VII (EH-GP) Ltd.                 |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>35,199,084 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>17,300,777 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,199,084 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)<br>15.4%   |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings III, L.P.              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>37,311,440 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>19,413,133 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>37,311,440 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)<br>16.4%   |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings III GP, Ltd.           |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Cayman Islands  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>37,311,440 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>19,413,133 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>37,311,440 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)<br>16.4%   |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management VI, L.P.                       |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>43,097,579 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>25,199,272 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>43,097,579 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)<br>18.9%   |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI Management, LLC                           |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>43,097,579 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>25,199,272 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>43,097,579 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)<br>18.9%   |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management VII, L.P.                      |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>19,966,477 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,068,170 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>19,966,477 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)<br>8.8%  |
| 14 | Type of Reporting Person<br>PN  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VII Management, LLC                          |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>19,966,477 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>2,068,170 shares of Ordinary Shares   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>19,966,477 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)<br>8.8%  |
| 14 | Type of Reporting Person<br>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 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
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
45,165,749 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
27,267,442 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
45,165,749 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)  
19.8%
- 14 Type of Reporting Person  
PN

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management GP, LLC                        |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>45,165,749 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>27,267,442 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,165,749 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)<br>19.8%   |
| 14 | Type of Reporting Person<br>OO  |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |   |
|----|---|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management Holdings, L.P.                 |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3  | SEC Use Only  |
| 4  | Source of Funds<br>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<br>Delaware  |
| 7  | Sole Voting Power   |
| 8  | Shared Voting Power<br>48,377,089 shares of Ordinary Shares   |
| 9  | Sole Dispositive Power  |
| 10 | Shared Dispositive Power<br>30,478,782 shares of Ordinary Shares  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>48,377,089 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)<br>21.2%   |
| 14 | Type of Reporting Person<br>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 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
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
48,165,749 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
30,478,782 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
48,377,089 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)  
21.2%
- 14 Type of Reporting Person  
OO



This Amendment No. 12 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, L.P., an exempted limited partnership registered in the Cayman Islands ( AAM ); (viii) AAM GP Ltd., an exempted company incorporated in the Cayman Islands with limited liability ( AAM GP ); (ix) Apollo Life Assets Ltd., an exempted company incorporated in the Cayman Islands with limited liability ( Apollo Life ); (x) Apollo Capital Management, L.P., a Delaware limited partnership ( Capital Management ); (xi) Apollo Capital Management GP, LLC, a Delaware limited liability company ( Capital Management GP ); (xii) AAA Associates, L.P., a Guernsey limited partnership ( AAA Associates ); (xiii) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands ( AIF VI NCL ); (xiv) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands ( NCL (AIV II) ); (xv) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands ( NCL (AIV III) ); (xvi) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands ( NCL (AIV IV) ); (xvii) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands ( Overseas VI ); (xviii) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership ( Overseas Delaware ); (xix) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership ( Overseas 892 ); (xx) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands ( Overseas Germany ); (xxi) AIF VI Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands ( AIF VI Euro ); (xxii) AIF VII Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands ( AIF VII Euro ); (xxiii) AAA MIP Limited, a limited company incorporated in Guernsey ( AAA MIP ); (xxiv) AAA Guarantor Co-Invest VII, L.P., a Guernsey limited partnership ( Co-Invest VII ); (xxv) AAA Investments (Co-Invest VII), L.P., a Delaware limited partnership ( AAA Investments ); (xxvi) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands ( Alternative Assets ); (xxvii) Apollo International Management, L.P., a Delaware limited partnership ( Intl Management ); (xxviii) Apollo International Management GP, LLC, a Delaware limited liability company ( International GP ); (xxix) Apollo Advisors VI, L.P., a Delaware limited partnership ( Advisors VI ); (xxx) Apollo Capital Management VI, LLC, a Delaware limited liability company ( ACM VI ); (xxxi) Apollo Principal Holdings I, L.P., a Delaware limited partnership ( Principal I ); (xxxii) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company ( Principal I GP ); (xxxiii) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands ( Advisors VI (EH) ); (xxxiv) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability ( Advisors VI (EH-GP) ); (xxxv) Apollo Advisors VII (EH), L.P., an exempted limited partnership registered in the Cayman Islands ( Advisors VII (EH) ); (xxxvi) Apollo Advisors VII (EH-GP) Ltd, an exempted company incorporated in the Cayman Islands with limited liability ( Advisors VII (EH-GP) ); (xxxvii) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands ( Principal III ); (xxxviii) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability ( Principal III GP ); (xxxix) 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) Apollo Management, L.P., a Delaware limited partnership ( Apollo Management ); (xliv) Apollo Management GP, LLC, a Delaware limited liability company ( Management GP ); (xlv) Apollo Management Holdings, L.P., a Delaware limited partnership ( Management Holdings ), and (xlvi) Apollo Management Holdings GP, LLC, a Delaware limited liability company ( Management Holdings GP ), 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 and Amendment No. 11 to Schedule 13D filed on October 11, 2016 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. 12 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 August 16, 2017, 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 5,625,000 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 August 14, 2017, and the underwriting agreement dated as of August 10, 2017 (the "Underwriting Agreement"), among the Issuer, the Apollo Holders, one of the Genting HK Entities and the TPG Entities as selling shareholders, and Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman, Sachs & Co. LLC as the underwriters. Following the sale of the Ordinary Shares by the Apollo Holders, the Apollo Holders are the record holders of an aggregate of 30,478,782 Ordinary Shares.

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Under the terms of the Shareholders Agreement, as amended, following the completion of the Offering, the Apollo Holders will no longer have the right to require the Genting HK Entities or the TPG Entities to sell the Ordinary Shares held by such entities to a third party purchaser, or to vote the Ordinary Shares held by the TPG Entities. Accordingly, following the Offering, the Apollo Holders may be deemed to beneficially own an aggregate of 48,377,089 Ordinary Shares, which includes the 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), and represents approximately 21.2% of the Issuer's outstanding Ordinary Shares.

In March 2017, the Apollo Holders waived certain rights that it had under the Shareholders Agreement with respect to up to 11,000,000 Ordinary Shares held by the Genting HK Entities in connection with the pledge of the shares under a revolving credit facility that the Genting HK Entities

were entering into. Among other things, the waiver provides that the lenders and subsequent transferors that may acquire the shares in the event of a foreclosure will not be required to become a party to the Shareholders Agreement. As a result, if there is a foreclosure, Apollo may lose any rights it then has to vote the up to 11,000,000 Ordinary Shares of the Issuer that are pledged to the lenders by the Genting HK Entities.

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. 12 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 228,162,188 outstanding Ordinary Shares as of July 31, 2017, as reported by the Issuer in the Form 10-Q filed with the Securities and Exchange Commission on August 9, 2017.

(b) See the information contained on the cover pages of this Amendment No. 12 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) 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**

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On August 10, 2017, the Issuer, the Apollo Holders, one of the Genting HK Entities and the TPG Entities as selling shareholders, and Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman, Sachs & Co. LLC as the underwriters (the Underwriters ), entered into the Underwriting Agreement with respect to, among other things, the sale by the Apollo Holders of an aggregate of 5,625,000 Ordinary Shares of the Issuer. Closing of the sale of the Ordinary Shares sold by the Apollo Holders occurred on August 16, 2017.

### **Lock-up Agreement**

In connection with the Offering, the Apollo Holders agreed to enter into a lock-up agreement (the Lock-Up Agreement ) with the Underwriters, pursuant to which the Apollo Holders agreed that for the period beginning on August 10, 2017 and ending on and including September 9, 2017 (the Lock-Up Period ), except with the prior written consent of the Underwriters, the Apollo Holders 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 summary 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 agreement, which are attached to this Amendment No. 12 to Schedule 13D as Exhibit 1 and Exhibit 2, respectively, and are incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Exhibit 1: Underwriting Agreement dated August 10, 2017, by and among the Issuer, Citigroup Global Markets Inc., Barclays Capital Inc., Goldman, Sachs & 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 August 14, 2017)

Exhibit 2: Form of Lock-Up Agreement by and between Citigroup Global Markets Inc., Barclays Capital Inc. and Goldman, Sachs & Co. LLC, and each of the Apollo Holders (incorporated by reference to Exhibit A to the Underwriting Agreement filed as 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 August 14, 2017)

**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: August 18, 2017

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 AND 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, 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 ASSET 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 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  
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 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  
Name: Laurie D. Medley  
Title: Vice President

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

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  
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  
Name: Laurie D. Medley  
Title: 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