

Norwegian Cruise Line Holdings Ltd.  
Form SC 13D/A  
August 31, 2015

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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 9)\***

**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 20, 2015**

## 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>AAA Guarantor - Co-Invest VI (B), L.P.   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input 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>Marshall Islands                                                      |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>40,227,532 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>4,328,364 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,227,532 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>17.6%                                                   |
| 14 | Type of Reporting Person<br>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 AAA Guarantor - Co-Invest VII, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input 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 Guernsey
7	Sole Voting Power
8	Shared Voting Power 35,919,308 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 20,140 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 35,919,308 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) 15.7%
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<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 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>39,355,139 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>3,455,971 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,355,139 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>17.2%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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>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 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>39,393,550 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>3,494,382 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,393,550 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>17.2%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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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 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>39,314,597 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>3,415,429 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,314,597 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>17.2%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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  
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                                               |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power<br>39,309.054 shares of Ordinary Shares     |
|                                                                                     | 9  | Sole Dispositive Power                                          |
|                                                                                     | 10 | Shared Dispositive Power<br>3,409,886 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
39,309.054 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)  
17.2%
- 14 Type of Reporting Person  
PN



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- |                                                                                     |                                                                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Overseas Partners VI, L.P.        |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input 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                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>39,716,507 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>3,817,339 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,716,507 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>17.3%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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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 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 37,477,998 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,578,830 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 37,477,998 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) 16.4%
14	Type of Reporting Person PN

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 Apollo Overseas Partners (Delaware 892) VI, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input 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 39,754,663 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 3,855,495 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 39,754,663 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) 17.3%
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>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 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>35,947,525 shares of Ordinary Shares                                                      |
| 9  | Sole Dispositive Power                                                                                           |
| 10 | Shared Dispositive Power<br>48,357 shares of Ordinary Shares                                                     |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,947,525 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>15.7%                                                      |
| 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 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>46,945,416 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>11,046,248 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>46,945,416 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>20.5%                                                   |
| 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 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                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>38,698,811 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>2,799,643 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,698,811 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>16.9%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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 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>40,227,532 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>4,328,364 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,227,532 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>17.6%                                                   |
| 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>AAA Investments (Co-Invest VII), L.P.    |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input 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>35,919,308 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>20,140 shares of Ordinary Shares                                                  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,919,308 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>15.7%                                                   |
| 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 Alternative Assets, L.P.          |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input 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                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>40,248,013 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>4,348,845 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,248,013 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>17.6%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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 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>40,248,013 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>4,348,845 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,248,013 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>17.6%                                                   |
| 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 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                                                                                           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>40,248,013 shares of Ordinary Shares                                                 |
|                                                                                     | 9 Sole Dispositive Power                                                                                      |
|                                                                                     | 10 Shared Dispositive Power<br>4,348,845 shares of Ordinary Shares                                            |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,248,013 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>17.6%                                                   |
| 14                                                                                  | Type of Reporting Person<br>OO                                                                                |

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 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                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>45,199,189 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 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>19.7%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 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 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>45,199,189 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 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>19.7%                                                   |
| 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>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 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>45,199,189 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 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>19.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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>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 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                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>45,199,189 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 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>19.7%                                                   |
| 14                                                                                  | Type of Reporting Person<br>OO                                                                                |

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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) <input type="radio"/> (b) <input 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 Cayman Islands
7	Sole Voting Power
8	Shared Voting Power 60,721,084 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 24,821,916 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 60,721,084 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) 26.5%
14	Type of Reporting Person PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



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|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 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 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                                                                                           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>60,721,084 shares of Ordinary Shares                                                 |
|                                                                                     | 9 Sole Dispositive Power                                                                                      |
|                                                                                     | 10 Shared Dispositive Power<br>24,821,916 shares of Ordinary Shares                                           |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>60,721,084 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>26.5%                                                   |
| 14                                                                                  | Type of Reporting Person<br>OO                                                                                |

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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 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>38,698,811 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>2,799,643 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,698,811 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>16.9%                                                   |
| 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 Advisors VII (EH-GP) Ltd.         |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input 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>38,698,811 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>2,799,643 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,698,811 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>16.9%                                                   |
| 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>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 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>63,520,727 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>27,621,559 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>63,520,727 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>27.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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>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 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>63,520,727 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>27,621,559 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>63,520,727 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>27.7%                                                   |
| 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 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>70,024,388 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>34,125,220 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>70,024,388 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>30.6%                                                   |
| 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 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>70,024,388 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>34,125,220 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>70,024,388 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>30.6%                                                   |
| 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>Apollo Management VII, L.P.              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input 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>38,699,913 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>2,800,745 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,699,913 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>16.9%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D