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

**FORM F-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Viking Holdings Ltd

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Bermuda
(State or other jurisdiction of
incorporation or organization)

4400
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

**94 Pitts Bay Road
Pembroke, Bermuda HM 08
Tel: (441) 478-2244**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Leah Talactac
Chief Financial Officer
5700 Canoga Avenue
Woodland Hills, CA 91367
Tel: (818) 227-1234**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Gregg A. Noel
Ryan J. Dzierniejko
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Ave.
Palo Alto, CA 94301
Tel: (650) 470-4500

Christopher D. Lucking
Scott W. Westhoff
Jonathan E. Sarna
Latham & Watkins LLP
330 N. Wabash Avenue, Suite 2800
Chicago, IL 60611
Tel: (312) 876-7700

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-278515

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933. Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

Explanatory Note

Viking Holdings Ltd is filing this registration statement with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's prior registration statement on Form F-1 (File No. 333-278515), as amended (together with its exhibits, the "Prior Registration Statement"), which was declared effective by the Commission on April 30, 2024.

The registrant is filing this registration statement for the sole purpose of registering the sale of an additional 12,697,916 ordinary shares of the registrant, which includes 1,656,248 ordinary shares that may be sold as part of the underwriters' option to purchase additional ordinary shares. The additional ordinary shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the filing fee table filed as Exhibit 107 to the Prior Registration Statement. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

The required opinion and consents are listed in Part II, Item 8 of this registration statement and filed herewith.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 8. Exhibits and Financial Statement Schedules.

(a) Exhibits

The exhibits of the registration statement are listed in the Exhibit Index to this registration statement and are incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Conyers Dill & Pearman Limited regarding the validity of the ordinary shares being registered</u>
23.1	<u>Consent of Ernst & Young AS</u>
23.2	<u>Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)</u>
24.1*	<u>Power of attorney (included in signature pages of the Prior Registration Statement (File No. 333-278515))</u>
107	<u>Registration Fee Table</u>

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 30, 2024.

VIKING HOLDINGS LTD

By: /s/ Leah Talactac
Name: Leah Talactac
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities set forth below on April 30, 2024.

Name	Title
* Torstein Hagen	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Leah Talactac Leah Talactac	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* Richard Fear	Director
* Morten Garman	Director
* Paul Hackwell	Director
* Kathy Mayor	Director
* Tore Myrholt	Director
* Pat Naccarato	Director
* Jack Weingart	Director

*By: /s/ Leah Talactac
Leah Talactac
Attorney-in-Fact

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act, the undersigned certifies that it is the duly authorized United States representative of the Registrant and has duly caused this Registration Statement to be signed by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 30, 2024.

VIKING HOLDINGS LTD

By: /s/ Leah Talactac
Name: Leah Talactac
Title: Chief Financial Officer

CONYERS

CONYERS DILL & PEARMAN LIMITED

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

Mail: PO Box HM 666, Hamilton HM CX, Bermuda
T +1 441 295 1422

conyers.com

30 April 2024

Matter No.: 400694
+1 441 299 4993
Jason.Piney@conyers.com

Viking Holdings Ltd
94 Pitts Bay Road
Pembroke HM 08
Bermuda

Dear Sir/Madam,

Re: Viking Holdings Ltd (the “Company”)

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on Form F-1 (Registration No. 333-278515) filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 5 April 2024 (as amended on 15 April 2024, 22 April 2024, 25 April 2024 and 29 April 2024 and by registration statement on Form F-1/MEF on 30 April 2024, the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration, offer and sale under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 64,041,668 of the Company’s ordinary shares, par value US\$0.01 per share of which 11,000,000 are being offered by the Company and 53,041,668 (the “**Issued Shares**”) are being offered by certain selling shareholders of the Company (the “**Selling Shareholders**”), together with an additional 9,606,248 ordinary shares, par value US\$0.01 each subject to an option granted to the underwriters by the Selling Shareholders (collectively, the “**Ordinary Shares**”), pursuant to the prospectus dated 29 April 2024 (the “**Prospectus**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) included in the Registration Statement.

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined electronic copies of the following documents:

- 1.1. the Registration Statement; and
- 1.2. the Prospectus.

We have also reviewed:

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- 1.3. copies of the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on 30 April 2024;
 - 1.4. copies of written resolutions of the Company's directors dated 4 April 2024 and written resolutions of its members dated 8 April 2024, each certified by the Secretary of the Company on 30 April 2024, and minutes of a meeting of the pricing committee of the board of directors of the Company held on 30 April 2024 (the "**Resolutions**"); and
 - 1.5. such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

- 2.1. the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;
- 2.2. that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention;
- 2.3. the accuracy and completeness of all factual representations made in the Registration Statement, the Prospectus and any other documents reviewed by us;
- 2.4. that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended;
- 2.5. that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein;
- 2.6. that there is no document or other information or matter (including, without limitation, any arrangement or understanding) that has not been provided or disclosed to us that is relevant to or that might affect the opinions expressed in this opinion;
- 2.7. that the Ordinary Shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, which includes the New York Stock Exchange, at the time of the issuance of any Ordinary Shares and the consent of the issue and free transfer of the Company's securities given by the Bermuda Monetary Authority as of 17 April 2024 will not have been revoked or amended at the time of the issuance of any Ordinary Shares;
- 2.8. that the shares of the Company held by the Selling Shareholders as at the date hereof shall convert into ordinary shares, par value US\$0.01 per share, of the Company as contemplated by the Registration Statement; and
- 2.9. that upon the issue of any Ordinary Shares to be sold by the Company, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof.

3. QUALIFICATIONS

- 3.1. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda.
- 3.2. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda.
- 3.3. This opinion is issued solely for the purposes of the filing of the Registration Statement and the offering of the Ordinary Shares by the Company and is not to be relied upon in respect of any other matter.

4. OPINION

On the basis of and subject to the foregoing, we are of the opinion that:

- 4.1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda governmental authority under the Companies Act 1981, or to pay any Bermuda government fee or tax, which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
- 4.2. When issued and paid for as contemplated by the Registration Statement, the Ordinary Shares other than the Issued Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).
- 4.3. Based solely upon a review of the register of members of the Company as at 30 April 2024, certified by the Secretary of the Company on 30 April 2024, upon the sale of any of the Issued Shares as contemplated by the Registration Statement, such Issued Shares shall be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the caption “Legal Matters” in the Prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 8, 2024 (except Note 2, as to which the date is April 22, 2024), with respect to the consolidated financial statements of Viking Holdings Ltd in Amendment No. 4 to the Registration Statement (Form F-1 No. 333-278515) and related prospectus of Viking Holdings Ltd for the registration of its ordinary shares.

/s/ Ernst & Young AS

Oslo, Norway

April 30, 2024

CALCULATION OF FILING FEE TABLES

Form F-1
(Form Type)

Viking Holdings Ltd

(Exact Name of Registrant as Specified in its Memorandum of Association)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to be Paid	Equity	Ordinary shares, par value \$0.01 per share	Rule 457(a)	12,697,916	\$24.00	\$304,749,984.00 ⁽³⁾	0.00014760	\$44,981.10
Total Offering Amounts						\$304,749,984.00		\$44,981.10
Total Fees Previously Paid								—
Total Fee Offsets								—
Net Fee Due								\$44,981.10 ⁽⁴⁾

- (1) Represents only the 12,697,916 additional ordinary shares, par value \$0.01 per share, being registered pursuant to this registration statement, which includes 1,656,248 ordinary shares that may be sold as part of the underwriters' option to purchase additional ordinary shares from the selling shareholders. Does not include the securities that the registrant previously registered on the Registration Statement on Form F-1 (File No. 333-278515), as amended (the "Earlier Registration Statement").
- (2) Based on the public offering price.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (4) The registrant previously registered securities on the Earlier Registration Statement having a proposed maximum aggregate offering price of \$1,523,750,000.00. The Earlier Registration Statement was declared effective by the Securities and Exchange Commission on April 30, 2024. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$24.00 is hereby registered, which includes ordinary shares issuable upon the exercise of the underwriters' option to purchase additional ordinary shares from the selling shareholders.