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CARNIVAL PLC  
Form S-3/A  
September 09, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 9, 2005  
REGISTRATION NO. 333-106293

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CARNIVAL CORPORATION

CARNIVAL PLC

(Exact name of registrant as specified in its charter)

REPUBLIC OF PANAMA

ENGLAND AND WALES

(State or other jurisdiction of incorporation or organization)

59-1562976

98-0357772

(I.R.S. Employer Identification No.)

CARNIVAL PLACE  
3655 N.W. 87TH AVENUE STREET  
MIAMI, FLORIDA 33178-2428

CARNIVAL HOUSE  
5 GAINSFORD STREET  
LONDON SE1 2NE  
UNITED KINGDOM

(Address, including ZIP code, of registrants' principal executive offices)

(305) 599-2600

011 44 20 7940 5381

(Registrant's telephone number, including area code)

ARNALDO PEREZ, ESQ.  
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
CARNIVAL CORPORATION & PLC  
3655 N.W. 87TH AVENUE  
MIAMI, FLORIDA 33178-2428  
(305) 599-2600

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

COPIES TO:  
JOHN C. KENNEDY, ESQ.  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019  
(212) 373-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: Not applicable.

If the only securities being registered on this form are being offered

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pursuant to dividend or interest reinvestment plans, please check the following box.

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, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, please 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, please 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(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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.  \_\_\_\_\_

### EXPLANATORY NOTE

Pursuant to a Registration Statement on Form S-3 (File No. 333-106293) (the "Registration Statement"), Carnival Corporation and Carnival plc registered the resale (the "Offering") by the selling securityholders named therein of (i) up to \$889,000,000 aggregate principal amount of Carnival Corporation's Senior Convertible Debentures due 2033 (the "Debentures"), (ii) up to 20,896,657 shares of Carnival Corporation Common Stock, par value \$0.01 per share (the "Common Stock") (plus an indeterminate number of additional shares of Common Stock that could be issued upon conversion of the Debentures as a result of conversion price adjustments), (iii) 20,896,657 trust shares of beneficial interest in the P&O Princess Special Voting Trust (the "Trust Shares"), (iv) one (1) Carnival plc Special Voting Share and (v) the related Carnival plc Guarantees of the Debentures (the "Guarantees," and collectively with the Debentures, Common Stock, Trust Shares, and the Carnival plc Special Voting Share, the "Securities"). The Registration Statement was declared effective on July 3, 2003.

Carnival Corporation and Carnival plc are no longer required to keep the Registration Statement effective pursuant to the terms of the Registration Rights Agreement, dated as of April 29, 2003, among Carnival Corporation, Carnival plc, Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner and Smith Incorporated. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed for the purpose of withdrawing from registration the Securities that were not sold in the Offering.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on September 9, 2005.

CARNIVAL CORPORATION

CARNIVAL PLC

By: /s/ Gerald R. Cahill

By: /s/ Gerald R. Cahill

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 Name: Gerald R. Cahill  
 Title: Executive Vice President  
 and Chief Financial and  
 Accounting Officer

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 Name: Gerald R. Cahill  
 Title: Executive Vice President  
 and Chief Financial and  
 Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 to the Registration Statement has been signed on September 9, 2005 by the following persons in the capacities indicated.

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 CARNIVAL CORPORATION  
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 CARNIVAL  
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SIGNATURES

TITLE

SIGNATURES

\*  
 -----  
 Micky Arison

Chairman of the Board of  
 Directors and Chief  
 Executive Officer

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 -----  
 Micky Arison

\*  
 -----  
 Howard S. Frank

Vice Chairman of the  
 Board of Directors and  
 Chief Operating Officer

\*  
 -----  
 Howard S. Frank

/s/ Gerald R. Cahill  
 -----  
 Gerald R. Cahill

Executive Vice President  
 and Chief Financial and  
 Accounting Officer

/s/ Gerald R. Cahill  
 -----  
 Gerald R. Cahill

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 Richard G. Capen, Jr.

Director

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 Richard G. Capen, Jr.

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 CARNIVAL CORPORATION  
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 CARNIVAL  
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SIGNATURES

TITLE

SIGNATURES

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* ----- Robert H. Dickinson	Director	* ----- Robert H. Dickinson
* ----- Arnold W. Donald	Director	* ----- Arnold W. Donald
* ----- Pier Luigi Foschi	Director	* ----- Pier Luigi Foschi
----- Richard J. Glasier	Director	----- Richard J. Glasier
----- Baroness Hogg	Director	----- Baroness Hogg
----- A. Kirk Lanterman	Director	----- A. Kirk Lanterman
* ----- Modesto A. Maidique	Director	* ----- Modesto A. Maidique
----- John P. McNulty	Director	----- John P. McNulty
* ----- Sir John Parker	Director	* ----- Sir John Parker
* ----- Peter G. Ratcliffe	Director	* ----- Peter G. Ratcliffe
----- Stuart Subotnick	Director	----- Stuart Subotnick
----- Uzi Zucker	Director	----- Uzi Zucker

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\*By: /s/ Gerald R. Cahill

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Gerald R. Cahill  
Attorney-in-Fact