CARNIVAL CORP
Form 8-K
February 07, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported) February 7, 2013

Carnival Corporation **(Exact name of registrant as specified in its charter)**	**Carnival plc** **(Exact name of registrant as specified in its charter)**
Republic of Panama **(State or other jurisdiction of incorporation)**	**England and Wales** **(State or other jurisdiction of incorporation)**
1-9610 **(Commission File Number)**	**1-15136** **(Commission File Number)**
59-1562976 **I.R.S. Employer Identification No.)**	**98-0357772** **(I.R.S. Employer Identification No.)**
3655 N.W. 87th Avenue	**Carnival House**
Miami, Florida 33178-2428	**5 Gainsford Street**

United States of America	**London SE1 2NE**
	United Kingdom
(Address of principal executive offices)	**(Address of principal executive offices)**
(Zip code)	**(Zip code)**
(305) 599-2600	**011 44 20 7940 5381**
(Registrant s telephone number, including area code)	**(Registrant s telephone number, including area code)**
None	**None**
(Former name or former address, if changed since last report.)	**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On February 7, 2013, Carnival Corporation (the Company) completed its offering of $500 million aggregate principal amount of senior unsecured 1.20% notes due 2016 (the Notes). The Notes are guaranteed by Carnival plc, a company incorporated and registered under the laws of England and Wales (the Guarantor). The Company intends to use the net proceeds from this offering to repay two floating rate debt facilities, one in whole and one in part, that mature through 2022 and 2023, respectively.

The offering of the Notes was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File Nos. 333-179936 and 333-179936-01) (the Registration Statement) filed with the Securities and Exchange Commission (the Commission) on March 6, 2012. The terms of the Notes are described in the Company s Prospectus dated March 6, 2012, as supplemented by a final Prospectus Supplement dated January 31, 2013, as filed with the Commission on February 1, 2013.

In connection with the offering, on January 31, 2013, the Company and the Guarantor entered into an Underwriting Agreement (the Underwriting Agreement) with Goldman, Sachs & Co., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters listed in Schedule I thereto (collectively, the Underwriters). The Underwriting Agreement contains customary representations, covenants and indemnification provisions. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference into the Registration Statement.

The Notes were issued pursuant to an Indenture, dated as of December 6, 2012, by and among the Company, the Guarantor and U.S. Bank National Association (the Trustee), as trustee, as amended and supplemented by the Supplemental Indenture, dated December 6, 2012 and the Second Supplemental Indenture, dated as of February 7, 2013, by and among the Company, the Guarantor and the Trustee, as trustee. The Second Supplemental Indenture is attached hereto as Exhibit 4.1, and is incorporated by reference into the Registration Statement.

The Notes will mature on February 5, 2016 and will bear interest at a rate of 1.20% per year. Interest on the Notes will be payable semi-annually in arrears on February 5 and August 5 of each year, beginning on August 5, 2013. The Notes are unsecured senior obligations of the Company and rank equally with its other unsecured and unsubordinated obligations. The guarantees of the Notes are unsecured senior obligations of the Guarantor and rank equally in right of payment with all other unsecured and unsubordinated obligations of the Guarantor. The form of the Note is attached as Exhibit 4.2 to this Report and is incorporated by reference into the Registration Statement.

The legality opinions of Paul, Weiss, Rifkind, Wharton & Garrison, LLP, Freshfields, Bruckhaus Deringer LLP and Tapia, Linares y Alfaro are attached hereto as Exhibits 5.1, 5.2 and 5.3, respectively, and are incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

1.1	Underwriting Agreement, dated January 31, 2013, among Carnival Corporation, Carnival plc and Goldman, Sachs & Co., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, on behalf of themselves and as representatives of the underwriters listed in Schedule I thereto.
4.1	Second Supplemental Indenture, dated as of February 7, 2013, by and among Carnival Corporation, Carnival plc and U.S. Bank National Association, as trustee.
4.2	Form of 1.20% Note due 2016.
5.1	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.
5.2	Opinion of Freshfields Bruckhaus Deringer LLP.
5.3	Opinion of Tapia Linares & Alfaro.
23.1	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Freshfields Bruckhaus Deringer LLP (included in Exhibit 5.2 hereto).
23.3	Consent of Tapia Linares & Alfaro (included in Exhibit 5.3 hereto).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Carnival Corporation

By: /s/ Arnaldo Perez
Name: Arnaldo Perez

Title: Senior Vice President, General Counsel & Secretary

Date: February 7, 2013

Carnival plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez

Title: Senior Vice President, General Counsel & Company Secretary

Date: February 7, 2013

Exhibit Index

Exhibit No.	Description
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