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CARNIVAL PLC
Form 8-K
May 23, 2003

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): MAY 21, 2003

CARNIVAL CORPORATION

(Exact name of registrant
as specified in its charter)

REPUBLIC OF PANAMA

(State or other jurisdiction
of incorporation)

I-9610

(Commission File Number)

59-1562976

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

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

(Address of principal executive
offices)

(305) 599-2600

(Registrant's telephone number,
including area code)

NONE

(Former name and former address,
if changed since last report)

CARNIVAL PLC

(Exact name of registrant
as specified in its charter)

ENGLAND AND WALES

(State or other jurisdiction
of incorporation)

I-15136

(Commission File Number)

NONE

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

CARNIVAL HOUSE
5 GAINSFORD STREET
LONDON, SE1 2NE, ENGLAND

(Address of principal executive
offices)

011 44 20 7805 1200

(Registrant's telephone number,
including area code)

11-12 CHARLES II STREET
LONDON, SW1Y 4QU, ENGLAND

(Former name and former address,
if changed since last report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

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On May 23, 2003, Carnival plc commenced a solicitation of noteholder consents to amend the terms of the instruments governing its (pound)200,000,000 7.125 per cent. Guaranteed Notes due 2012 (the "Notes"). The amendments to the instruMents governing the Notes are generally intended to reflect the implementation, on April 17, 2003, of the dual listed company, or "DLC," structure between Carnival Corporation and Carnival plc and to make other technical amendments to those instruments.

In return for the consents of the holders of the Notes, Carnival Corporation is offering to guarantee Carnival plc's obligations under the Notes by extending to such Notes the benefit of Carnival Corporation's Deed of Guarantee, which was executed on April 17, 2003 in connection with the implementation of the DLC structure between Carnival Corporation and Carnival plc.

The meeting of the holders of the Notes to consider the matters set forth above is scheduled for June 16, 2003.

Any securities offered in the consent solicitations described above will not be and have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements thereunder. This report does not constitute an offer to sell or a solicitation of an offer to buy securities within the United States or to U.S. persons, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. Accordingly, any securities mentioned above will not be offered or sold in the United States or to U.S persons or U.S. residents.

Statements in this report that are not historical facts are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in Carnival Corporation's Annual Report or Form 10-K for the most recently ended fiscal year.

SIGNATURES

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

Date: May 23, 2003

CARNIVAL CORPORATION

By: /s/ Arnaldo Perez

Name: Arnaldo Perez
Title: Senior Vice President,
General Counsel and
Secretary

Date: May 23, 2003

CARNIVAL PLC

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By: /s/ Gerald R. Cahill

Name: Gerald R. Cahill
Title: Senior Vice President
Finance and Chief
Financial Officer