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CARNIVAL CORP  
Form POS AM  
October 27, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 27, 2003

REGISTRATION NO. 333-74190

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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  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

REPUBLIC OF PANAMA  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

59-1562976  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

3655 N.W. 87TH AVENUE  
MIAMI, FLORIDA 33178-2428  
(305) 599-2600  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

ARNALDO PEREZ, ESQ.  
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
CARNIVAL CORPORATION  
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 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

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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. [ ]

\_\_\_\_\_

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EXPLANATORY NOTE

Pursuant to a Registration Statement on Form S-3 (File No. 333-74190) (the "Registration Statement"), Carnival Corporation (the "Company") registered the resale (the "Offering") by the selling securityholders named therein of (i) up to \$1,051,175,000 aggregate principal amount of Liquid Yield Option(TM) Notes due 2021 (the "LYONs") and (ii) up to 17,446,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company (plus an indeterminate number of additional shares of Common Stock that could be issued upon conversion of the LYONs as a result of conversion price adjustments). The Registration Statement was declared effective on December 6, 2001.

The Company is no longer required to keep the Registration Statement effective pursuant to the terms of the Registration Rights Agreement, dated as of October 24, 2001, among the Company, 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 LYONs and shares of Common Stock that were not sold in the Offering.

\_\_\_\_\_  
(TM) Trademark of Merrill Lynch & Co., Inc.

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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 behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on October 24, 2003.

CARNIVAL CORPORATION

By: /s/ Gerald R. Cahill

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 Name: Gerald R. Cahill  
 Title: Senior Vice President - Finance  
 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 October 24, 2003 by the following persons in the capacities indicated.

SIGNATURES -----	TITLE -----	DATE -----
* ----- Micky Arison	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 24, 2003
* ----- Howard S. Frank	Director, Vice-Chairman of the Board and Chief Operating Officer	October 24, 2003
/s/ Gerald R. Cahill ----- Gerald R. Cahill	Senior Vice President--Finance and Chief Financial and Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	October 24, 2003
* ----- Robert H. Dickinson	Director	October 24, 2003
/s/ Pier Luigi Foschi ----- Pier Luigi Foschi	Director	October 24, 2003

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SIGNATURES -----	TITLE -----	DATE -----
* ----- A. Kirk Lanterman	Director	October 24, 2003
----- Peter G. Ratcliffe	Director	October __, 2003
* ----- Stuart Subotnick	Director	October 24, 2003
/s/ Richard G. Capen, Jr. ----- Richard G. Capen, Jr.	Director	October 24, 2003
* ----- Arnold W. Donald	Director	October 24, 2003
----- Baroness Hogg	Director	October __, 2003
----- Modesto A. Maidique	Director	October __, 2003
----- John P. McNulty	Director	October __, 2003
----- Sir John Parker	Director	October __, 2003
----- Uzi Zucker	Director	October __, 2003

\* By: /s/ Gerald R. Cahill  
-----  
Gerald R. Cahill

Attorney-in-Fact