

CARNIVAL CORP
Form 8-A12B
February 22, 2016

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Carnival Corporation
(Exact name of registrant as specified in its charter)

Republic of Panama
(State or other jurisdiction of incorporation)

59-1562976
I.R.S. Employer Identification No.)

3655 N.W. 87th Avenue

Miami, Florida 33178-2428
(Address of principal executive offices)

Carnival plc
(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of incorporation)

98-0357772
(I.R.S. Employer Identification No.)

Carnival House, 100 Harbour Parade,

Southampton SO15 1ST, United Kingdom
(Address of principal executive offices)

(Zip code) (Zip code)
Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

1.625% Senior Notes due 2021

New York Stock Exchange LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-202619 and 333-202619-01

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Carnival Corporation & plc (the Company) has filed with the U.S. Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated February 15, 2016 (the Prospectus Supplement) to a prospectus dated March 9, 2015 contained in the Company's effective Registration Statement on Form S-3 (Registration Nos. 333-202619 and 333-202619-01) (the Registration Statement), which Registration Statement was filed with the Commission on March 9, 2015 (the Prospectus), relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered

The information required by this item is incorporated by reference to the information contained in the sections captioned Description of the Notes and Material Panamanian Tax, U.S. Federal Income Tax, U.K. Withholding Tax and E.U. Tax Consequences in the Prospectus Supplement and Description of Debt Securities of Carnival Corporation in the Prospectus.

Item 2. Exhibits

Exhibit

| No. | Description |
|-----|-------------|
|-----|-------------|

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|-----|---|
| 4.1 | Indenture, dated as of November 6, 2015, by and among Carnival Corporation, Carnival plc and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 6, 2015 and filed with the Commission on November 6, 2015). |
| 4.2 | Second Supplemental Indenture, dated as of February 22, 2016, by and among Carnival Corporation, Carnival plc and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated February 22, 2016 and filed with the Commission on February 22, 2016). |
| 4.3 | Form of 1.625% Note due 2021 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated February 22, 2016 and filed with the Commission on February 22, 2016). |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, 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: General Counsel & Secretary

Date: February 22, 2016

Carnival plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez
Title: General Counsel & Company Secretary

Date: February 22, 2016