

CARNIVAL CORP
 Form 424B2
 October 31, 2008
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount To Be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Carnival Corporation:			
Common Stock, par value \$0.01 per share	19,188,005	\$ 492,172,328	\$ 19,342.37
Carnival plc:			
Special Voting Share, nominal value GBP 1.00 (2)	19,188,005	(4)	(4)
Trust Shares of beneficial interest in P&O Princess Special Voting Trust (3)	1	(4)	(4)

- (1) The proposed maximum aggregate offering price has been calculated based on 19,188,005 shares multiplied by \$25.65 per share, the average of the high and low prices of our common stock as reported on the New York Stock Exchange on October 28, 2008.
- (2) Represents one special voting share of Carnival plc issued to the P&O Princess Special Voting Trust in connection with the dual listed company transaction completed by Carnival plc and Carnival Corporation on April 17, 2003.
- (3) Represents trust shares of beneficial interest in the P&O Princess Special Voting Trust, and such trust shares represent a beneficial interest in the special voting share of Carnival plc. As a result of the dual listed company transaction, one trust share is paired with each share of Carnival Corporation common stock and is not transferable separately from the share of Carnival Corporation common stock. Upon each issuance of shares of Carnival Corporation common stock hereunder, recipients will receive both shares of Carnival Corporation common stock and an equivalent number of paired trust shares.
- (4) No additional fee is payable in respect of these securities because no additional consideration is payable in respect of these securities.

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Filed Pursuant to Rule 424(b)(2)

Registration No. 333-132306-01

PROSPECTUS SUPPLEMENT

(To Prospectus Dated March 9, 2006)

19,188,005 shares

Carnival Corporation

Common Stock

On October 31, 2008, we entered into an At-the-Market Equity OfferingSM Sales Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch), relating to the offering of up to 19,188,005 shares of our common stock, par value \$0.01 per share, offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of this sales agreement, we may offer and sell shares of our common stock from time to time through Merrill Lynch as our sales agent. Sales of the shares, if any, will be made on the New York Stock Exchange (the NYSE) or otherwise, by means of ordinary brokers' transactions at market prices.

Our common stock is listed and trades on the NYSE under the symbol CCL. The last reported sale price of our common stock on the NYSE on October 30, 2008 was \$28.71 per share.

Merrill Lynch will assist us in connection with the purchase of Carnival plc ordinary shares described under Use of Proceeds. Merrill Lynch will receive from us an aggregate fee that will not exceed 2.0% of the gross sales price per share for any shares sold through it as our sales agent. Subject to the terms and conditions of the sales agreement, Merrill Lynch will use its reasonable efforts to sell on our behalf any shares of common stock to be offered by us under the sales agreement. See Plan of Distribution.

Investing in our common stock involves risks. Before buying any shares of our common stock, you should read the discussion of material risks of investing in our common stock in Risk Factors beginning on page S-6 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Merrill Lynch & Co.

The date of this prospectus supplement is October 31, 2008.

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You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, any related free writing prospectus issued by us (which we refer to as a *company free writing prospectus*) and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and Merrill Lynch has not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus supplement, the accompanying prospectus and any related company free writing prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this prospectus supplement, the accompanying prospectus and any related company free writing prospectus in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation of an offer in such jurisdiction. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus and any related company free writing prospectus or any document incorporated by reference is accurate as of any date other than the date on the front cover of the applicable document. Neither the delivery of this prospectus supplement, the accompanying prospectus and any related company free writing prospectus nor any distribution of securities pursuant to this prospectus supplement and the accompanying prospectus shall, under any circumstances, create any implication that there has been no change in the information set forth or incorporated by reference into this prospectus supplement, the accompanying prospectus and any related company free writing prospectus or in our affairs since the date of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

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PRESENTATION OF INFORMATION

These offering materials consist of two documents: (a) this prospectus supplement, which describes the terms of this common stock offering, and (b) the accompanying prospectus, which provides general information about us and our securities, some of which does not apply to the common stock that we are currently offering. The information in this prospectus supplement replaces any inconsistent information included in the accompanying prospectus. To the extent the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference in this prospectus supplement. See [About this Prospectus](#) in the accompanying prospectus.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this prospectus supplement, the accompanying prospectus, any company free writing prospectus and the documents incorporated by reference herein and therein are forward-looking statements that involve risks, uncertainties and assumptions with respect to us, including some statements concerning future results, outlook, plans, goals and other events which have not yet occurred. These statements are intended to qualify for the safe harbors from liability provided by Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We have tried, whenever possible, to identify these statements by using words like will, may, could, should, would, believe, expect, anticipate, forecast, future, in estimate or the negative of such terms and other similar expressions of future intent.

Because forward-looking statements involve risks and uncertainties, there are many factors that could cause our actual results, performance or achievements to differ materially from those expressed or implied in this prospectus supplement. Forward-looking statements include those statements which may impact the forecasting of our earnings per share, net revenue yields, booking levels, pricing, occupancy, operating, financing and/or tax costs, fuel costs, costs per available lower berth day, estimates of ship depreciable lives and residual values, outlook or business prospects. These factors include, but are not limited to, the following:

general economic and business conditions, including fuel price increases, and perceptions of these conditions that may adversely impact the levels of our potential vacationers' discretionary income and their confidence in the U.S. and other economies and, consequently reduce our cruise brands' net revenue yields;

the international political climate, armed conflicts and terrorist attacks and threats thereof, and other world events affecting the safety and security of travel, could adversely affect the demand for our cruises;

conditions in the cruise and land-based vacation industries, including competition from other cruise ship operators and providers of other vacation alternatives and over capacity offered by cruise ship and land-based vacation alternatives;

accidents, adverse weather conditions or natural disasters, such as hurricanes and earthquakes and other incidents (including machinery and equipment failures or improper operation thereof) which could cause the alteration of itineraries or cancellation of a cruise or series of cruises or tours, and the impact of the spread of contagious diseases, all of which could affect the health, safety, security and/or vacation satisfaction of our guests;

adverse publicity concerning the cruise industry in general, or us in particular, could impact the demand for our cruises;

lack of acceptance of new itineraries, products and services by our guests;

changing consumer preferences, which may, among other things, adversely impact the demand for cruises;

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the impact of changes in and compliance with laws and regulations relating to environmental, health, safety, security, tax and other regulatory regimes under which we operate;

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the impact of increased global fuel demand and pricing, a weaker U.S. dollar, fuel supply disruptions and/or other events on our fuel and other expenses, liquidity and credit ratings;

the impact on our future fuel expenses of implementing the recently approved International Maritime Organization regulations, which requires the use of higher priced low sulfur fuels in certain cruising areas;

the impact of changes in operating and financing costs, including changes in interest rates and food, insurance, payroll and security costs;

fluctuations in foreign currency exchange rates, particularly the strengthening of the U.S. dollar against the euro and sterling;

our ability to implement our shipbuilding programs and ship refurbishments and repairs, including purchasing ships for our North American cruise brands from European shipyards on terms that are favorable or consistent with our expectations;

our ability to implement our brand strategies and to continue to operate and expand our business internationally;

whether our future operating cash flow will be sufficient to fund future obligations, and whether we will be able to obtain financing, if necessary, in sufficient amounts and on terms that are favorable or consistent with our expectations;

our ability to attract and retain qualified shipboard crew and maintain good relations with employee unions;

continuing financial viability of our travel agent distribution system and air service providers;

availability and pricing of air travel services, especially as a result of the significant increases in air travel costs, and its impact on the demand for our cruises;

the impact of changes in the global credit markets on our counterparty credit risks, including those under our derivative instruments, contingent obligations, insurance contracts and new ship progress payment guarantees;

the impact of our self-insuring against various risks or our inability to obtain insurance for certain risks at reasonable rates;

disruptions and other damages to our information technology networks;

lack of continued availability of attractive port destinations; and

risks associated with the dual listed company structure, including the uncertainty of its tax status.

Forward-looking statements should not be relied upon as a prediction of actual results. Subject to any continuing obligations under applicable law or any relevant listing rules, we expressly disclaim any obligation to disseminate, after the date of this prospectus supplement, any updates

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or revisions to any such forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

OUR COMPANIES

Carnival Corporation is incorporated in Panama, and Carnival plc is incorporated in Great Britain and registered in England and Wales. Carnival Corporation and Carnival plc operate a dual listed company, whereby the businesses of Carnival Corporation and Carnival plc are combined through a number of contracts and through provisions in Carnival Corporation's articles of incorporation and by-laws and Carnival plc's memorandum of association and articles of association.

Carnival Corporation and Carnival plc are both public companies, with separate stock exchange listings and their own shareholders. The two companies operate as if they are a single economic enterprise, with a single executive management team, and have identical Boards of Directors, but each has retained its separate legal identity. Together with their consolidated subsidiaries, Carnival Corporation and Carnival plc are referred to collectively in this prospectus supplement as Carnival Corporation & plc, our, us, and we.

As a result of the completion on April 17, 2003 of the dual listed company transaction between Carnival Corporation and Carnival plc, upon each issuance of shares of Carnival Corporation common stock to a person, an equivalent number of

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non-detachable trust shares of beneficial interest in the P&O Princess Special Voting Trust, a trust established under the laws of the Cayman Islands, will be issued to such person. Such trust shares represent a beneficial interest in the special voting share of Carnival plc and entitle the holder of Carnival Corporation common stock to vote on certain matters at the Carnival plc shareholders meeting. References in this prospectus supplement to shares of our common stock shall be deemed to include both shares of Carnival Corporation common stock and trust shares in the P&O Princess Special Voting Trust.

Carnival Corporation & plc is the largest cruise company and one of the largest vacation companies in the world. Carnival Corporation & plc has a portfolio of widely recognized cruise brands and is a leading provider of cruises to all major vacation destinations.

Carnival Corporation's principal executive offices are located at Carnival Place, 3655 N.W. 87th Avenue, Miami, Florida 33178-2428, U.S.A. The telephone number of our principal executive offices is (305) 599-2600.

Carnival plc's principal executive offices are located at Carnival House, 5 Gainsford Street, London, SE12NE, United Kingdom. The telephone number of Carnival plc's principal executive offices is 011 44 20 7940 5381.

RECENT DEVELOPMENTS

December Dividend Announcement and Subsequent Suspension

On October 31, 2008, Carnival Corporation and Carnival plc announced that it has declared a December dividend of \$0.40 per share and that its Boards of Directors has voted to suspend its quarterly dividend for the next quarter as a result of the highly volatile state of the financial markets. Carnival Corporation and Carnival plc intends to maintain the dividend suspension throughout 2009 but will reevaluate its dividend policy based on the circumstances prevailing during the year.

The dividend suspension would result in annualized cash savings of approximately \$1.3 billion. The significant liquidity provided by the dividend suspension gives Carnival Corporation and Carnival plc the flexibility to fund its 2009 capacity growth without the need to access credit markets.

Business Outlook

Carnival Corporation and Carnival plc has increased previous full year 2008 earnings per share guidance from \$2.79 to \$2.81, to \$2.81 to \$2.83 primarily based on revised currency exchange rates and fuel prices.

However, Carnival Corporation and Carnival plc has experienced a further slow down in booking volumes during the recent turmoil in the financial markets. Looking at the first half of 2009, occupancy levels for advance bookings lag the prior year, with ticket prices for these bookings on a constant dollar basis at slightly higher levels compared to the prior year.

With regard to its 2009 outlook, Carnival Corporation and Carnival plc is providing 2009 earnings per share guidance in the broader range of \$2.50 to \$3.00 given the uncertain economic outlook. Factoring in the slowdown in bookings, we are forecasting full year constant dollar net revenue yields (revenue per available lower berth day) to be lower by 1% to 5% compared to the prior year. The recent significant movement in the euro and sterling currencies results in lower current dollar net revenue yields by 7% to 11%. However, the recent decline in fuel prices is expected to result in a significant benefit to the 2009 full year financial results. Carnival Corporation and Carnival plc's 2009 guidance is based on fuel prices of \$380 per metric ton and currency exchange rates of \$1.30 to the euro and \$1.64 to sterling. Further guidance on the 2009 fiscal year will be provided with the fourth quarter earnings release to be issued in December 2008.

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Note To Non-GAAP Financial Measures

We use net cruise revenues per ALBD (net revenue yields) as a significant non-GAAP financial measure of our cruise segment financial performance. This measure enables us to separate the impact of predictable capacity changes from the more unpredictable rate changes that affect our business. We believe that this non-GAAP measure provides a better gauge to measure our revenue performance instead of the standard U.S. GAAP-based financial measures. There are no specific rules for determining this non-GAAP financial measure and, accordingly, it is possible that it may not be exactly comparable to the like-kind information presented by other cruise companies, which is a potential risk associated with using it to compare us to other cruise companies.

Net revenue yields are commonly used in the cruise industry to measure a company s cruise segment revenue performance and for revenue management purposes. We use net cruise revenues rather than gross cruise revenues to calculate net revenue yields. We believe that net cruise revenues is a more meaningful measure in determining revenue yield than gross cruise revenues because it reflects the cruise revenues earned net of our most significant variable costs, which are travel agent commissions, cost of air transportation and certain other variable direct costs associated with onboard and other revenues. Substantially all of our remaining cruise costs are largely fixed, except for the impact of changing prices, once our ship capacity levels have been determined.

We have not provided estimates of future gross revenue yields because the reconciliation of forecasted net cruise revenues to forecasted gross cruise revenues would require us to forecast, with reasonable accuracy, the amount of air and other transportation costs that our forecasted cruise passengers would elect to purchase from us (the air/sea mix). Since the forecasting of future air/sea mix involves several significant variables that are relatively difficult to forecast and the revenues from the sale of air and other transportation approximate the costs of providing that transportation, management focuses primarily on forecasts of net cruise revenues rather than gross cruise revenues. This does not impact, in any material respect, our ability to forecast our future results, as any variation in the air/sea mix has no material impact on our forecasted net cruise revenues. As such, management does not believe that this reconciling information would be meaningful.

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THE OFFERING

Issuer	Carnival Corporation
Common stock offered	Up to 19,188,005 shares of common stock, par value \$0.01 per share.
Use of proceeds	We intend to use the net proceeds from this offering to purchase ordinary shares of Carnival plc and we may use the remaining net proceeds, if any, for general corporate purposes. See Use of Proceeds.
Risk factors	See Risk Factors and other information included or incorporated by reference in this prospectus supplement, the accompanying prospectus and any company free writing prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
New York Stock Exchange symbol	CCL
Transfer Agent and Registrar	Computershare Investor Services

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RISK FACTORS

An investment in our common stock involves a number of risks. You should carefully consider each of the risks described below, together with all of the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus before deciding to invest in our common stock. Risks pertaining to us and our business are incorporated by reference to the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended November 30, 2007. See "Where You Can Find More Information" on page S-13 of this prospectus supplement. Risks pertaining to an investment in our common stock are set forth below and under "Risk Factors" "Risks Relating to the DLC Transaction" in the accompanying prospectus. If any of the risks contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus develop into actual events, our business, financial condition or results of operations could be negatively affected, the market price of our common stock could decline and you may lose all or part of your investment.

Risk Factors Related to Our Common Stock

The price of our common stock may fluctuate significantly, and you could lose all or part of your investment.

Volatility in the market price of our common stock may prevent you from being able to sell your shares at or above the price you paid for your shares. The market price of our common stock could fluctuate significantly for various reasons which include:

changes in the prices or availability of fuel;

our quarterly or annual earnings or those of other companies in our industry;

the public's reaction to our press releases, our other public announcements and our filings with the SEC;

changes in earnings or recommendations by research analysts who track our common stock or the stock of other cruise companies;

changes in general conditions in the U.S. and global economy, financial markets or cruise industry, including those resulting from changes in fuel prices or fuel shortages, availability and pricing of air travel services, war, incidents of terrorism or responses to such events;

our inability to reinstitute the payment of a cash dividend on our common stock;

changes in our ability to access the credit markets for sufficient amounts of capital and on terms that are favorable and consistent with our expectations;

changes arising from the decline in the securities market and the economic slowdown that affect the value of assets and the economic strength of our customers and suppliers; and

the other factors described herein and under the caption "Risk Factors" in our Annual Report on Form 10-K and "Special Note Regarding Forward-Looking Statements" beginning on page S-1 of this prospectus supplement.

In addition, recently, the U.S., European and other stock markets have experienced extreme price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of these companies. The price of our common stock could fluctuate

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based upon factors that have little or nothing to do with our company, and these fluctuations could materially reduce our stock price.

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Sales of a substantial number of shares of our common stock, or the perception that a large number of shares will be sold, could depress the market price of our common stock.

As of the date of this prospectus supplement, approximately 224,685,361 outstanding shares of our common stock are restricted pursuant to Rule 144 under the Securities Act (excluding options), and holders of approximately 223,795,119 outstanding shares of our common stock (excluding options) have rights, subject to some conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. By exercising their registration rights and selling a large number of shares, these stockholders could cause the price of our common stock to decline.

USE OF PROCEEDS

We intend to use the net proceeds from this offering to purchase ordinary shares of Carnival plc on at least an equivalent basis. We may use the remaining net proceeds, if any, from this offering for general corporate purposes.

Since Carnival plc ordinary shares are currently trading at a discount to Carnival Corporation shares of common stock, Carnival Corporation and Carnival plc would derive an economic benefit from these transactions. Carnival Corporation will only issue shares of its common stock in the U.S. market to the extent it can repurchase Carnival plc ordinary shares in the UK market with a resulting economic benefit.

PRICE RANGE OF OUR COMMON STOCK

Our common stock is traded on the NYSE under the symbol CCL. The following table sets forth for the periods indicated below the high and low sales prices for our common stock as reported by the NYSE.

	High	Low
Fiscal Year Ended November 30, 2006		
First Quarter	\$ 56.14	\$ 50.81
Second Quarter	52.16	39.36
Third Quarter	42.14	36.40
Fourth Quarter	50.99	41.63
Fiscal Year Ended November 30, 2007		
First Quarter	\$ 52.73	\$ 45.75
Second Quarter	50.77	44.39
Third Quarter	51.85	41.70
Fourth Quarter	52.10	42.06
Fiscal Year Ending November 30, 2008		
First Quarter	\$ 46.20	\$ 37.61
Second Quarter	43.54	36.10
Third Quarter	41.49	29.22
Fourth Quarter (through October 30, 2008)	42.39	23.53

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On October 30, 2008, there were approximately 624,292,541 shares of our common stock outstanding.

DIVIDEND POLICY

Carnival Corporation and Carnival plc declared cash dividends on all of their common stock and ordinary shares, respectively, in the amount of:

	Quarters Ended			
	February 28/29	May 31	August 31	November 30
2006	\$ 0.25	\$ 0.25	\$ 0.25	\$ 0.275
2007	\$ 0.275	\$ 0.35	\$ 0.35	\$ 0.40
2008	\$ 0.40	\$ 0.40	\$ 0.40	\$ 0.40

All dividends for both Carnival Corporation and Carnival plc are declared in U.S. dollars. Holders of Carnival Corporation common stock and Carnival plc American Depositary Shares receive a dividend payable in U.S. dollars. The dividends payable for Carnival plc ordinary shares are payable in sterling, unless the shareholders elect to receive the dividend in U.S. dollars. Dividends payable in sterling will be converted from U.S. dollars into sterling at the dollar/sterling exchange rate quoted by the Bank of England in London at 12:00 p.m. on the next combined U.S. and UK business day that follows the quarter end.

On October 31, 2008, we announced a dividend of \$0.40 per share, payable on December 12, 2008 to holders of record as of November 21, 2008. On October 31, 2008, we also announced that we would suspend dividends for the next quarter. Carnival Corporation and Carnival plc intends to maintain the dividend suspension throughout 2009 but will reevaluate its dividend policy based on the circumstances prevailing during the year. Payment of future dividends on Carnival Corporation common stock and Carnival plc ordinary shares will depend upon, among other factors, our earnings, financial condition, capital requirements and ability to access credit markets. The payment and amount of any future dividend is within the discretion of the Boards of Directors, and it is possible that the timing and amount of any future dividend may vary from the time and levels discussed above. We cannot be certain that Carnival Corporation and Carnival plc will reinstate dividends nor is there any assurance as to the amount of dividends upon reinstatement.

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CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a discussion of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of shares of our common stock that are applicable to you if you are a U.S. Holder, as defined below, that acquires shares of our common stock pursuant to this offering. This discussion is not a complete analysis or listing of all of the possible tax consequences of such transactions and does not address all tax considerations that might be relevant to particular holders in light of their personal circumstances or to persons that are subject to special tax rules. In particular, the information set forth below deals only with U.S. Holders that will hold shares of common stock as capital assets for U.S. federal income tax purposes (generally, property held for investment) and that do not own, and are not treated as owning, at any time, 10% or more of the total combined voting power of all classes of our stock entitled to vote. In addition, this discussion does not address the tax treatment of special classes of U.S. Holders, such as: (i) financial institutions; (ii) regulated investment companies; (iii) real estate investment trusts (iv) tax-exempt entities; (v) insurance companies (vi) persons holding the shares of our common stock as part of a hedging, integrated or conversion transaction, constructive sale or straddle ; (vii) persons who acquired shares of our common stock through the exercise or cancellation of employee stock options or otherwise as compensation for their services; (viii) U.S. expatriates; (ix) persons subject to the alternative minimum tax; (x) dealers or traders in securities or currencies; or (xi) holders whose functional currency is not the U.S. dollar.

This summary does not address estate and gift tax consequences or tax consequences under any state, local or foreign laws.

For purposes of this section, you are a U.S. Holder if you are: (1) a citizen or an individual resident of the United States; (2) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States or any state thereof or the District of Columbia; (3) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (4) a trust (A) if a court within the United States is able to exercise primary jurisdiction over its administration and one or more U.S. persons have authority to control all substantial decisions of the trust or (B) that has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person.

If a partnership or other pass-through entity is a beneficial owner of shares of our common stock, the tax treatment of a partner or other owner of the partnership or pass-through entity will generally depend upon the status of the partner or other owner and the activities of the entity. If you are a partner or other owner of a partnership or pass-through entity that acquires shares of our common stock, you should consult your tax advisor regarding the tax consequences of acquiring, owning and disposing of shares of our common stock.

The following discussion is based upon the Internal Revenue Code of 1986, as amended (the Code), U.S. judicial decisions, administrative pronouncements, and existing and proposed Treasury regulations, all as in effect as of the date hereof. All of the preceding authorities are subject to change, possibly with retroactive effect, so as to result in U.S. federal income tax consequences different from those discussed below. We have not requested, and will not request, a ruling from the U.S. Internal Revenue Service (the IRS) with respect to any of the U.S. federal income tax consequences described below, and as a result there can be no assurance that the IRS will not disagree with or challenge any of the conclusions we have reached and describe herein.

This discussion assumes that Carnival Corporation is not, and will not become, a passive foreign investment company, or PFIC, as discussed under *Certain United States Federal Income Tax Considerations* *Passive Foreign Investment Company Considerations*.

The following discussion is for general information only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder or prospective holder of shares of our common stock and no opinion or representation with respect to the U.S. federal income tax consequences to any such holder or prospective holder is made. Prospective purchasers are urged to consult their tax advisors as to the particular consequences to them under U.S. federal, state and local, and applicable foreign, tax laws of the acquisition, ownership and disposition of shares of our common stock.

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Distributions

Subject to the discussion of the PFIC rules below, the gross amount of any distribution paid by Carnival Corporation will generally be subject to U.S. federal income tax as dividend income to the extent paid out of current or accumulated earnings and profits of Carnival Corporation, as determined under U.S. federal income tax principles. Such amount will be includible in gross income by you as ordinary income on the date that you actually or constructively receive the distribution, in accordance with your regular method of accounting for U.S. federal income tax purposes. The amount of any distribution made by Carnival Corporation in property other than cash will be the fair market value of such property on the date of the distribution. Dividends paid by Carnival Corporation will not be eligible for the dividends received deduction allowed to corporations. For U.S. foreign tax credit limitation purposes, dividends should be treated as having a foreign source.

Subject to applicable exceptions with respect to short-term and hedged positions, certain dividends received by non-corporate U.S. Holders prior to January 1, 2011 from a qualified foreign corporation may be eligible for reduced rates of taxation. A foreign corporation is treated as a qualified foreign corporation with respect to dividends paid by that corporation on ordinary shares that are readily tradable on an established securities market in the United States. Under U.S. Treasury guidance, common or ordinary stock is considered readily tradable on an established securities market in the United States if it is listed on a registered national securities exchange, such as the NYSE. Shares of our common stock, which are currently listed on the NYSE, meet this requirement and therefore should be considered readily tradable on an established securities market in the United States, and we expect that they will continue to be so treated; however, there can be no assurance that shares of our common stock will be considered readily tradable on an established securities market in future years. Dividends received by U.S. Holders from a foreign corporation that was a PFIC in either the taxable year of the distribution or the preceding taxable year will not constitute qualified dividends. As discussed below in *Certain United States Federal Income Tax Considerations - Passive Foreign Investment Company Considerations*, we believe that Carnival Corporation is not a PFIC.

To the extent that a distribution exceeds the amount of current and accumulated earnings and profits of Carnival Corporation, as determined under U.S. federal income tax principles, it will be treated first as a tax-free return of capital, causing a reduction in your adjusted basis in shares of our common stock held by you (thereby increasing the amount of gain, or decreasing the amount of loss, to be recognized by you upon a subsequent disposition of the shares of our common stock), with any amount that exceeds your adjusted basis being taxed as a capital gain recognized on a sale or exchange (as discussed below).

Sale, Exchange or Other Taxable Disposition of Shares of our Common Stock

Subject to the possible application of the PFIC rules discussed below, you generally will recognize gain or loss upon the taxable sale, exchange or other disposition of shares of our common stock in an amount equal to the difference between (i) the amount realized upon the sale, exchange or other taxable disposition and (ii) your adjusted tax basis in the shares of common stock. Generally, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if, on the date of the sale, exchange or other taxable disposition, you have held the shares of common stock for more than one year. If you are an individual taxpayer, long-term capital gains for taxable dispositions prior to January 1, 2011 will be taxed at a maximum rate of 15%. For taxable dispositions on or after January 1, 2011, such long-term capital gains will be taxed at a maximum rate of 20%. The deductibility of capital losses is subject to limitations under the Code. Gain or loss, if any, that you realize upon a sale, exchange or other taxable disposition of shares of our common stock will be treated as having a U.S. source for U.S. foreign tax credit limitation purposes.

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Passive Foreign Investment Company Considerations

Special U.S. federal income tax rules apply to U.S. persons owning stock of a PFIC. A foreign corporation will be considered a PFIC for any taxable year in which (i) 75% or more of its gross income is passive income, or (ii) 50% or more of the average value (or, if elected, the adjusted tax basis) of its assets are considered passive assets (generally, assets that generate passive income).

We believe that Carnival Corporation currently is not a PFIC for U.S. federal income tax purposes, and it is not expected to become a PFIC in the future. However, the determination of PFIC status for any year is very fact specific, and there can be no assurance in this regard. Accordingly, it is possible that Carnival Corporation may become a PFIC in the current taxable year or in future years. If Carnival Corporation is classified as a PFIC in any year during which you hold shares of our common stock, Carnival Corporation generally will continue to be treated as a PFIC as to you in all succeeding years, regardless of whether Carnival Corporation continues to meet the income or asset test discussed above.

Information Reporting and Backup Withholding

In general, information reporting will apply to dividends paid to you in respect of shares of our common stock and the proceeds received by you from the sale, exchange or other disposition of shares of our common stock within the United States unless you are a corporation or other exempt recipient. A backup withholding tax may apply to such payments if you fail to provide a taxpayer identification number or certification of exempt status or fail to report in full dividend and interest income.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against your U.S. federal income tax liability, provided that the required information is furnished to the IRS in a timely manner.

PANAMANIAN INCOME TAX CONSIDERATIONS

Under current Panamanian law, because Carnival Corporation conducts all of its operations outside of Panama, we believe that no Panamanian taxes or withholding will be imposed on payments to holders of securities of Carnival Corporation, including shares of Carnival Corporation common stock.

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PLAN OF DISTRIBUTION

We have entered into a sales agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch), under which we may issue and sell over a period of time and from time to time up to 19,188,005 shares of our common stock through Merrill Lynch as our sales agent. Sales of the shares to which this prospectus relates, if any, will be made on the NYSE or otherwise, by means of ordinary brokers' transactions at market prices. As agent, Merrill Lynch will not engage in any transactions that stabilize our common stock.

Merrill Lynch will offer the shares of our common stock subject to the terms and conditions of the sales agreement on a daily basis or as otherwise agreed upon by us and Merrill Lynch. We will designate the maximum amount of shares of common stock to be sold through Merrill Lynch on a daily basis or otherwise determine such maximum amount together with Merrill Lynch. Subject to the terms and conditions of the sales agreement, Merrill Lynch will use its reasonable efforts to sell on our behalf all of the shares of common stock so designated or determined. We may instruct Merrill Lynch not to sell shares of common stock if the sales cannot be effected at or above the price designated by us in any such instruction. We or Merrill Lynch may suspend the offering of shares of common stock being made through Merrill Lynch under the sales agreement upon proper notice to the other party.

Merrill Lynch will also assist us in connection with the purchase of shares of Carnival plc described under Use of Proceeds. For its service as sales agent in connection with the sale of shares of our common stock that may be offered hereby and its services in connection with the purchase of Carnival plc ordinary shares, Merrill Lynch will receive from us an aggregate fee that will not exceed 2.0% of the gross sales price per share for any shares sold through it as our sales agent. The remaining sales proceeds, after deducting any expenses payable by us and any transaction fees imposed by any governmental, regulatory, or self-regulatory organization in connection with the sales, will equal our net proceeds for the sale of such shares.

Merrill Lynch will provide written confirmation to us following the close of trading on the NYSE each day in which shares of common stock are sold by it for us under the sales agreement. Each confirmation will include the number of shares sold on that day, the gross sales price per share, the compensation payable by us to Merrill Lynch and the proceeds to us net of such compensation.

Settlement for sales of common stock will occur, unless the parties agree otherwise, on the third business day following the date on which any sales were made in return for payment of the proceeds to us net of compensation paid by us to Merrill Lynch. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

We will deliver to the NYSE copies of this prospectus supplement pursuant to the rules of the exchange. We will report at least quarterly the number of shares of common stock sold through Merrill Lynch under the sales agreement, the net proceeds to us and the compensation paid by us to Merrill Lynch in connection with the sales of common stock.

In connection with the sale of the common stock on our behalf, Merrill Lynch may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation paid to Merrill Lynch may be deemed to be underwriting commissions or discounts. We have agreed in the sales agreement to provide indemnification and contribution to Merrill Lynch against certain civil liabilities, including liabilities under the Securities Act.

In the ordinary course of their business, Merrill Lynch and/or its affiliates have in the past performed, and may continue to perform, investment banking, broker dealer, lending, financial advisory or other services for us for which they have received, or may receive, separate fees.

If Merrill Lynch or we have reason to believe that the requirements for the exception set forth in Rule 101(c)(1) of Regulation M under the Exchange Act are not satisfied, that party will promptly notify the other and sales of common stock under the sales

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agreement will be suspended until that or other exceptions or exemptive provisions have been satisfied in the judgment of Merrill Lynch and us.

The offering of common stock pursuant to the sales agreement will terminate upon the termination of the sales agreement, pursuant to its terms, by either Merrill Lynch or us.

We estimate that the total expenses of the offering payable by us, excluding discounts and commissions payable to Merrill Lynch under the sales agreement, will be approximately \$350,000.

The offering of common stock pursuant to the sales agreement will terminate upon the earlier of (1) the sale of 19,188,005 shares of our common stock and (2) the termination of the sales agreement by either Merrill Lynch or us.

LEGAL OPINIONS

Paul, Weiss, Rifkind, Wharton & Garrison LLP has acted as special U.S. counsel to Carnival Corporation in connection with this offering. The validity of the shares of our common stock offered by this prospectus and certain other matters with respect to Panamanian law have been passed upon for Carnival Corporation by Tapia Linares y Alfaro. The validity of the trust shares of beneficial interest in the P&O Princess Special Voting Trust and certain other matters with respect to Cayman Islands law have been passed upon by Maples and Calder. The validity of the Carnival plc special voting share and certain other matters with respect to the laws of England and Wales have been passed upon for Carnival plc by Freshfields Bruckhaus Deringer. Merrill Lynch has been represented by Sidley Austin LLP.

James M. Dubin and John J. O'Neil, partners of Paul, Weiss, Rifkind, Wharton & Garrison LLP, had shared or sole rights to vote or dispose of over approximately 18.7% of Carnival Corporation's outstanding common stock as of October 31, 2008 by virtue of their control of certain trusts for the benefit of certain Arison family members. This represents approximately 14.8% of the total voting power of Carnival Corporation & plc. Mr. Dubin also beneficially owns 1,000 shares of common stock which he holds directly.

Paul, Weiss, Rifkind, Wharton & Garrison LLP also serves as counsel to Micky Arison, who is the chairman and chief executive officer of Carnival Corporation and Carnival plc, and other Arison family members and trusts.

EXPERTS

The financial statements of Carnival Corporation and Carnival plc and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K for the year ended November 30, 2007 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You may read and copy this information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We also file these documents with the SEC electronically. You can access the electronic versions of these filings on the SEC's Internet website found at <http://www.sec.gov> and our website at www.carnival.com (the other information contained in, or that can be accessed through, our website is not a part of this prospectus supplement or the accompanying prospectus).

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This prospectus supplement is part of a registration statement that we have filed with the SEC relating to the securities to be offered. This prospectus supplement does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules in accordance with the rules and regulations of the SEC, and we refer you to the omitted information. The statements this prospectus supplement makes pertaining to the content of any contract, agreement or other document that is an exhibit to the registration statement necessarily are summaries of their material provisions and do not describe all exceptions and qualifications contained in those contracts, agreements or documents. You should read those contracts, agreements or documents for information that may be important to you. The registration statement, exhibits and schedules are available at the SEC's Public Reference Room or through its Internet website.

We incorporate by reference in this prospectus supplement certain documents that we file with the SEC, which means:

we can disclose important information to you by referring you to those documents;

information incorporated by reference is considered to be part of this prospectus supplement, even though it is not repeated in this prospectus supplement; and

information that we file later with the SEC will automatically update and supersede this prospectus supplement.

The following documents listed below that we have previously filed with the SEC (Commission File Numbers 001-08400 and 001-02691, respectively) are incorporated by reference into this prospectus supplement (other than reports or portions thereof furnished under Items 2.02 or 7.01 of Form 8-K):

Filing	Date Filed
Annual Reports on Form 10-K of Carnival Corporation and Carnival plc for the year ended November 30, 2007 (including the portions of Carnival Corporation and Carnival plc Definitive Proxy Statement incorporated by reference therein)	January 29, 2008
Quarterly Reports on Form 10-Q of Carnival Corporation and Carnival plc for the quarters ended February 29, 2008, May 31, 2008 and August 31, 2008	March 28, 2008
	June 27, 2008
	September 26, 2008
Current Reports on Form 8-K of Carnival Corporation and Carnival plc	January 22, 2008
	February 7, 2008
	April 25, 2008
	July 16, 2008
	October 31, 2008

All documents filed by us under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than reports or portions thereof furnished under Items 2.02 or 7.01 of Form 8-K), from the date of this prospectus supplement and prior to the termination of the offering of the securities shall also be deemed to be incorporated by reference in this prospectus supplement.

You can obtain any of the filings incorporated by reference in this prospectus supplement through us or from the SEC through the SEC's Internet website or at the address listed above. You may request orally or in writing, without charge, a copy of any or all of the documents which are incorporated in this prospectus supplement by reference, other than exhibits to such documents (unless such exhibits are specifically

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incorporated by reference into such documents). Requests for such copies should be directed to Carnival Corporation and Carnival plc, 3655 N.W. 87th Avenue, Miami, Florida 33178-2428, Attention: Investor Relations (Telephone: (305) 599-2600, Ext. 18018).

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PROSPECTUS

CARNIVAL CORPORATION

DEBT SECURITIES

COMMON STOCK

PREFERRED STOCK

WARRANTS TO PURCHASE SECURITIES

GUARANTEE

We, Carnival Corporation, or selling securityholders may from time to time, sell:

shares of common stock;

shares of preferred stock;

debt securities, which may be guaranteed on an unsubordinated, unsecured basis by Carnival plc; and

warrants to purchase common stock, preferred stock or debt securities, or any combination of them and warrants to buy and sell government debt securities, foreign currencies, currency units or units of a currency index or basket, units of a stock index or basket, or a commodity or commodity index.

Each share of our common stock is paired with a trust share of beneficial interest in the P&O Princess Special Voting Trust. The trust shares represent a beneficial interest in the special voting share issued by Carnival plc. Our common stock and the paired trust shares are not separable and are listed and trade together on the New York Stock Exchange, Inc. under the symbol, CCL . In this prospectus, whenever we refer to shares of our common stock, unless the context requires otherwise, we are also referring to the paired trust shares. Any common stock sold under this prospectus, as it may be supplemented, will be listed on the New York Stock Exchange (the NYSE), subject to official notice of issuance.

WE WILL PROVIDE SPECIFIC TERMS OF ANY OFFERING IN SUPPLEMENTS TO THIS PROSPECTUS. THE SECURITIES MAY BE OFFERED SEPARATELY OR TOGETHER IN ANY COMBINATION AND AS SEPARATE SERIES. YOU SHOULD READ THIS PROSPECTUS AND ANY PROSPECTUS SUPPLEMENT CAREFULLY BEFORE YOU INVEST.

INVESTING IN THE SECURITIES OFFERED BY THIS PROSPECTUS INVOLVES RISKS THAT ARE DESCRIBED IN THE RISK FACTORS SECTION BEGINNING ON PAGE 2 OF THIS PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION, NOR ANY STATE SECURITIES COMMISSION, HAS APPROVED OR DISAPPROVED OF THESE SECURI