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CARNIVAL CORP
Form S-8
April 26, 2002

As filed with the Securities and Exchange Commission on April 26, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CARNIVAL CORPORATION
(Exact name of registrant as specified in its charter)

PANAMA 4400 59-1562976
(State or other jurisdiction of (Primary Standard Industrial (IRS Employer
incorporation or organization) Classification Code Number) 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)

2002 Stock Option Plan
(Full title of plan)

Arnaldo Perez, Esq.
Senior Vice President, General Counsel and Secretary
Carnival Corporation
3655 N.W. 87th Avenue
Miami, Florida 33178-2428
(Name and address of agent for service)

(305) 599-2600
(Telephone number, including area code, of agent for service)

COPIES TO:
James M. Dubin
John C. Kennedy
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offer Price |
|--------------------------------------|-------------------------|---|--|
|--------------------------------------|-------------------------|---|--|

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| | | | |
|---|-----------------------|-------------|----------------|
| Common Stock, par value \$0.01 per share | 40,000,000 shares (1) | \$31.90 (2) | \$1,276,000,00 |
|---|-----------------------|-------------|----------------|

- (1) Includes an indeterminate number of additional shares of Common Stock as may be issuable as a result of stock splits, stock dividends or other similar transactions.
- (2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) and 457(h) of the Securities Act of 1933 and based on the average of the high and low prices of the Common Stock reported on The New York Stock Exchange on April 23, 2002.

EXPLANATORY NOTE

The Section 10(a) prospectus being delivered by Carnival Corporation (the "Company" or the "Registrant") to participants in the 2002 Stock Option Plan (the "Plan"), as required by Rule 428 under the Securities Act of 1933, has been prepared in accordance with the requirements of Form S-8 under the Securities Act and relates to shares of common stock of the Company, par value \$0.01 per share (the "Common Stock"), reserved for issuance pursuant to the Plan. The information related to the Plan required in the Section 10(a) prospectus is included in documents being maintained and delivered by the Company as required by Rule 428 under the Securities Act. The Company will provide to participants in the Plan a written statement advising them of the availability, without charge, upon written or oral request, of documents incorporated by reference herein, as is required by Item 2 of Part I of Form S-8.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION

Not required to be filed in the Registration Statement.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

Not required to be filed in the Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Securities and Exchange Commission are incorporated herein by reference:

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1. The Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2001;
2. The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 2002;
3. The Company's Current Reports on Form 8-K, filed on April 19, 2002, March 21, 2002, February 13, 2002, December 20, 2001 and December 17, 2001; and
4. The description of the Common Stock contained in the Company's Registration Statement on Form S-3 (File no. 333-62950), filed on June 13, 2001, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities registered pursuant to this Registration Statement have been sold or which deregister all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed documents which also is or is deemed to be incorporated by reference herein modifies or supersedes

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such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company's Articles of Incorporation and By-laws provide, subject to the requirements set forth therein, that with respect to any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, the Company shall indemnify such person by reason of the fact that he is or was a director or an officer, and may indemnify such person by reason of the fact that he is or was an employee or agent of the Company or is or was serving at its request as a director, officer, employee or agent in another corporation, partnership, joint venture, trust or other enterprise, in either case against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Company has entered into indemnity agreements with Shari Arison, Maks L. Birnbach, Richard G. Capen,

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Jr., Arnold W. Donald, James M. Dubin, Modesto Maidique, Stuart Subotnick, Sherwood M. Weiser, Meshulam Zonis and Uzi Zucker providing essentially the same indemnities as are described in the Company's Articles of Incorporation.

Under registration rights agreements among the Company and certain irrevocable trusts (the "Trusts"), the Trusts have agreed to indemnify the Company, its directors and officers and each person who controls the Company within the meaning of the Exchange Act, against certain liabilities.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

The Exhibit Index is hereby incorporated by reference.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

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(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.

Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act,

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that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on April 24, 2002.

CARNIVAL CORPORATION

By: /s/ Micky Arison

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Micky Arison
 Chairman of the Board of Directors and
 Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Micky Arison such person's true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities (until revoked in writing), to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and things requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|---|--|----------------|
| /s/ Micky Arison ----- Micky Arison | Chairman of the Board of Directors and Chief Executive Officer | April 24, 2002 |

| | | |
|---|--|----------------|
| /s/ Howard S. Frank ----- Howard S. Frank | Vice Chairman of the Board Directors and Chief Operating Officer | April 24, 2002 |
|---|--|----------------|

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| SIGNATURE ----- | TITLE ----- | DATE ---- |
|---|---|----------------|
| /s/ Gerald R. Cahill ----- Gerald R. Cahill | Senior Vice President- Finance and Chief Financial and Accounting Officer | April 24, 2002 |
| /s/ Shari Arison ----- Shari Arison | Director | April 23, 2002 |
| /s/ Maks L. Birnbach ----- Maks L. Birnbach | Director | April 25, 2002 |
| /s/ Richard G. Capen, Jr. ----- Richard G. Capen, Jr. | Director | April 23, 2002 |

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| | | |
|---|----------|----------------|
| /s/ Robert H. Dickinson ----- Robert H. Dickinson | Director | April 22, 2002 |
| /s/ Arnold W. Donald ----- Arnold W. Donald | Director | April 24, 2002 |
| /s/ James M. Dubin ----- James M. Dubin | Director | April 22, 2002 |
| /s/ A. Kirk Lanterman ----- A. Kirk Lanterman | Director | April 24, 2002 |
| /s/ Modesto A. Maidique ----- Modesto A. Maidique | Director | April 22, 2002 |
| /s/ Stuart Subotnick ----- Stuart Subotnick | Director | April 23, 2002 |
| /s/ Sherwood M. Weiser ----- Sherwood M. Weiser | Director | April 24, 2002 |

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| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---------------------------------------|----------------|----------------|
| ----- Meshulam Zonis | Director | |
| /s/ Uzi Zucker ----- Uzi Zucker | Director | April 22, 2002 |

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EXHIBIT INDEX

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| EXHIBIT ----- | DESCRIPTION ----- |
|------------------|--|
| 4.1 | Second Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit No. 3 to the Registrant's registration statement on Form S-3, File No. 333-68999, filed with the Securities and Exchange Commission). |
| 4.2 | Amendment to Second Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended May 31, 1999, filed with the Securities and Exchange Commission). |
| 4.3 | Certificate of Amendment of Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended May 31, 2000, filed with the Securities and Exchange Commission). |
| 4.4 | Form of By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form S-1, File No. 33-14844, filed with the Securities and Exchange Commission). |
| 5.1 | Opinion of Tapia, Linares y Alfaro, counsel to the Registrant, regarding the legality of the Common Stock whose issuance is being registered. |
| 23.1 | Consent of Tapia, Linares y Alfaro (contained in Exhibit 5.1). |
| 23.2 | Consent of PricewaterhouseCoopers LLP. |
| 24.1 | Powers of Attorney (included on signature page). |