

CARNIVAL CORP
Form 424B3
August 08, 2003

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Registration No. 333-106293

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED JULY 3, 2003)

U.S. \$889,000,000

CARNIVAL CORPORATION
SENIOR CONVERTIBLE DEBENTURES DUE 2033
GUARANTEED BY CARNIVAL PLC AND
P&O PRINCESS CRUISES INTERNATIONAL LIMITED

This prospectus supplement No. 2 supplements and amends the prospectus dated July 3, 2003 relating to \$889,000,000 aggregate principal amount at maturity of our Senior Convertible Debentures due 2033 (the "debentures") and 20,896,657 shares of our common stock issuable upon conversion of the debentures held by the selling securityholders, plus an indeterminate number of shares as may become issuable upon conversion of the debentures by reason of adjustment to the conversion price.

The table on page 74 of the prospectus sets forth information with respect to the selling securityholders and the respective amounts at maturity of debentures beneficially owned by each selling securityholder that may be offered pursuant to the prospectus. This prospectus supplement amends that table by adding to it the items set forth below.

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT AT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)	NUMBER OF SHARES OF COMMON STOCK OWNED BY CONVERTIBLE DEBENTURE
DBAG London.....	\$500,000	.06%	11,753	
Goldman, Sachs & Co.	\$48,400,000	5.44%	1,137,681	
Merrill, Lynch, Pierce, Fenner & Smith, Inc.....	\$92,750,000	10.43%	2,180,163	
UBS AG London Branch.....	\$115,000,000	12.94%	2,703,167	

(1) Also includes an equivalent number of non-detachable trust shares of beneficial interest in P&O Princess Special Voting Trust, a trust established under the laws of the Cayman Islands. See "Description

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of Trust Shares."

The prospectus dated July 3, 2003, as amended and supplemented by prospectus supplement No. 1 dated July 21, 2003 and this prospectus supplement No. 2 constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the debentures and the common stock issuable upon conversion of the debentures.

Our common stock is traded on the New York Stock Exchange under the symbol "CCL." On August 7, 2003, the last reported sales price of the common stock was \$34.23 per share.

There is no public market for the debentures, and we do not intend to apply for their listing on any securities exchange or seek approval for quotation of them through any automated system.

INVESTING IN THE SECURITIES OFFER BY THIS PROSPECTUS INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 11 OF THE ACCOMPANYING PROSPECTUS.

Neither the Securities and Exchange Commission, nor any state securities commission has approved or disapproved of the securities offered by this prospectus or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 8, 2003.

SELLING SECURITYHOLDERS

The prospectus dated July 3, 2003, relating to the offer for resale of \$889,000,000 aggregate principal amount at maturity of debentures and 20,896,657 shares of our common stock issuable upon conversion of the debentures held by the selling securityholders, plus an indeterminate number of shares as may become issuable upon conversion of the debentures by reason of adjustment to the conversion price and, upon each issuance of shares of Carnival Corporation common stock to a person, including to a holder of debentures upon conversion of debentures, an equivalent number of non-detachable trust shares of beneficial interest in the P&O Princess Special Voting Trust, is amended to replace the first paragraph and the table under the heading "Selling Securityholders" on page 74 with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

We originally sold the debentures to the initial purchaser in a private placement. The debentures were subsequently resold by the initial purchaser to purchasers, including the selling securityholders listed below, in transactions exempt from registration. The following table provides, as of August 8, 2003, the principal amount at maturity of debentures held by such selling securityholder, the number of shares of common stock beneficially owned by such securityholder prior to its conversion of any debentures and the number of shares of our common stock issuable upon conversion of the debentures. This information has been obtained from the selling securityholders. Selling securityholders representing an amount of up to an additional \$387,300,000 aggregate principal amount at maturity of debentures will be added to the table in one or more supplements to this prospectus.

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SELLING SECURITYHOLDER	PRINCIPAL AMOUNT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
Argent Classic Convertible Arbitrage (Bermuda) Fund Ltd...	\$6,600,000	0.74%	155,138
Argent Classic Convertible Arbitrage Fund L.P.	\$2,800,000	0.31%	65,816
Argent LowLev Convertible Arbitrage Fund LLC.....	\$1,100,000	0.12%	25,856
Argent LowLev Convertible Arbitrage Fund Ltd.....	\$6,300,000	0.71%	148,087
Bank Austria Cayman Islands, LTD.....	\$7,650,000	0.86%	179,819
BNP Paribas Equity Strategies SNC	\$744,000	0.08%	17,488

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
Clinton Convertible Managed Trading Account 1 Limited	\$2,620,000	0.29%	61,585
Clinton Multistrategy Master Fund, Ltd.	\$21,890,000	2.46%	514,542
Clinton Riverside Convertible Portfolio Limited	\$22,000,000	2.47%	517,128

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Continental Assurance Company On Behalf Of Its Separate Account (E).....	\$3,100,000	0.35%	72,868
Continental Casualty Company ..	\$24,400,000	2.74%	573,542
CooperNeff Convertible Strategies (Cayman) Master Fund L.P.	\$580,000	0.07%	13,633
DBAG London.....	\$500,000	.06%	11,753
Global Bermuda Limited Partnership	\$23,100,000	2.60%	542,984
Goldman, Sachs & Co.	\$48,400,000	5.44%	1,137,681
Goldman Sachs & Co. Profit Sharing Master Trust	\$2,546,000	0.29%	59,846
Guggenheim Portfolio Co. XV, LLC.....	\$1,350,000	0.15%	31,733
Hamilton Multi-Strategy Master Fund, LP.....	\$4,300,000	0.48%	101,075
Highbridge International LLC ..	\$50,000,000	5.62%	1,175,290
KBC Financial Products (Cayman Islands) Ltd.....	\$5,500,000	0.62%	129,282
Lakeshore International, LTD ..	\$92,400,000	10.40%	2,171,936
Lyxor Master Fund	\$2,100,000	0.24%	49,362
Meadow IAM Limited	\$2,090,000	0.24%	49,127
Merrill, Lynch, Pierce, Fenner & Smith, Inc.....	\$92,750,000	10.43%	2,180,163

PRINCIPAL

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SELLING SECURITYHOLDER	AMOUNT MATURITY OF DEBENTURES BENEFICIALLY OWNED AND OFFERED	PERCENT OF TOTAL OUTSTANDING DEBENTURES	SHARES OF COMMON STOCK ISSUABLE UPON INITIAL CONVERSION OF DEBENTURES (1)
Nomura Securities International, Inc.	\$15,000,000	1.69%	352,587
OZ Convertible Master Fund, Ltd.....	\$9,343,000	1.05%	219,615
OZ MAC 13 Ltd.....	\$2,920,000	0.33%	68,637
OZ Master Fund, Ltd.	\$106,191,000	11.94%	2,496,104
Ramius Capital Group	\$900,000	0.10%	21,155
Ramius, LP	\$270,000	0.03%	6,347
Ramius Master Fund, LTD.....	\$10,823,000	1.22%	254,403
Ramius Partners II, LP	\$315,000	0.04%	7,404
RCG Baldwin, LP.....	\$1,125,000	0.13%	26,444
RCG Halifax Master Fund, LTD ..	\$1,125,000	0.13%	26,444
RCG Latitude Master Fund, LTD .	\$10,822,000	1.22%	254,380
RCG Multi Strategy Master Fund, LTD	\$720,000	0.08%	16,924
S.A.C. Capital Associates, LLC	\$500,000	0.06%	11,753
Sagamore Hill Hub Fund LTD	\$35,600,000	4.00%	836,806
Singlehedge US Convertible Arbitrage Fund	\$71,000	0.01%	1,669
Sturgeon Limited	\$105,000	0.01%	2,468
The Coast Fund, LP	\$21,100,000	2.37%	495,972

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UBS AG London Branch.....	\$115,000,000	12.94%	2,703,167
Xavex Convertible Arbitrage #5.	\$900,000	0.10%	21,155
Xavex Risk Arbitrage Fund 2 ...	\$400,000	0.04%	9,402
Zurich Institutional Benchmark Master Fund LTD.....	\$300,000	0.03%	7,052

- (1) Also includes an equivalent number of non-detachable trust shares of beneficial interest in P&O Princess Special Voting Trust, a trust established under the laws of the Cayman Islands. See "Description of Trust Shares."