

CARNIVAL CORP
Form 8-K
April 19, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported) April 13, 2011

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

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

Republic of Panama
(State or other jurisdiction of incorporation)

England and Wales
(State or other jurisdiction of incorporation)

1-9610
(Commission File Number)

1-15136
(Commission File Number)

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

3655 N.W. 87th Avenue
Miami, Florida 33178-2428
United States of America

(Address of principal executive offices)

(Zip code)

(305) 599-2600
(Registrant's telephone number, including area code)

None
(Former name or former address, if changed since last report.)

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

Carnival House
5 Gainsford Street
London SE1 2NE

United Kingdom
(Address of principal executive offices)

(Zip code)

011 44 20 7940 5381
(Registrant's telephone number, including area code)

None
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 Corporate Governance and Management.**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meetings of shareholders of Carnival Corporation and Carnival plc were held on April 13, 2011 (the Annual Meetings). On all matters which came before the Annual Meetings, holders of Carnival Corporation common stock and Carnival plc ordinary shares were entitled to one vote for each share held. Proxies for 678,827,254 shares entitled to vote were received in connection with the Annual Meetings.

The matters which were submitted to Carnival Corporation and Carnival plc's shareholders for approval at the Annual Meetings and the tabulation of the final votes with respect to each such matter were as follows:

Director Elections.

| | Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----|--|-------------|---------------|-------------|------------------|
| 1. | To re-elect Micky Arison as a director of Carnival Corporation and Carnival plc | 639,783,444 | 22,751,603 | 795,412 | 15,496,645 |
| 2. | To re-elect Sir Jonathon Band as a director of Carnival Corporation and Carnival plc | 659,805,308 | 3,457,945 | 67,206 | 15,496,645 |
| 3. | To re-elect Robert H. Dickinson as a director of Carnival Corporation and Carnival plc | 634,398,840 | 28,865,105 | 66,514 | 15,496,645 |
| 4. | To re-elect Arnold W. Donald as a director of Carnival Corporation and Carnival plc | 643,941,372 | 16,708,374 | 2,680,713 | 15,496,645 |
| 5. | To re-elect Pier Luigi Foschi as a director of Carnival Corporation and Carnival plc | 651,254,090 | 11,884,997 | 191,372 | 15,496,645 |
| 6. | To re-elect Howard S. Frank as a director of Carnival Corporation and Carnival plc | 639,235,251 | 24,021,098 | 74,110 | 15,496,645 |
| 7. | To re-elect Richard J. Glasier as a director of Carnival Corporation and Carnival plc | 646,134,489 | 14,587,641 | 2,608,329 | 15,496,645 |
| 8. | To re-elect Modesto A. Maidique as a director of Carnival Corporation and Carnival plc | 607,740,076 | 55,037,031 | 553,352 | 15,496,645 |
| 9. | To re-elect Sir John Parker as a director of Carnival Corporation and Carnival plc | 631,488,953 | 31,284,279 | 557,227 | 15,496,645 |
| 10. | To re-elect Peter G. Ratcliffe as a director of Carnival Corporation and Carnival plc | 646,952,212 | 16,303,831 | 74,416 | 15,496,645 |
| 11. | To re-elect Stuart Subotnick as a director of Carnival Corporation and Carnival plc | 629,018,496 | 33,755,638 | 556,325 | 15,496,645 |
| 12. | To re-elect Laura Weil as a director of Carnival Corporation and Carnival plc | 654,241,394 | 7,636,481 | 1,452,584 | 15,496,645 |
| 13. | To re-elect Randall J. Weisenburger as a director of Carnival Corporation and Carnival plc | 645,072,086 | 18,186,772 | 71,601 | 15,496,645 |
| 14. | To re-elect Uzi Zucker as a director of Carnival Corporation and Carnival plc | 632,263,727 | 30,517,836 | 548,896 | 15,496,645 |

Other Matters.

| | Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----|--|-------------|---------------|-------------|------------------|
| 15. | To re-appoint the UK firm of PricewaterhouseCoopers LLP as independent auditors of Carnival plc and to ratify the selection of the U.S. firm of PricewaterhouseCoopers LLP as the independent registered certified public accounting firm for Carnival Corporation | 675,325,542 | 3,413,845 | 87,717 | 0 |
| 16. | To authorize the Audit Committee of Carnival plc to agree the remuneration of the independent auditors of Carnival plc | 678,196,151 | 511,987 | 118,966 | 0 |
| 17. | To receive the UK accounts and reports of the directors and auditors of Carnival plc for the year ended November 30, 2010 | 652,362,199 | 7,585,814 | 18,879,091 | 0 |
| 18. | | 636,578,058 | 23,630,125 | 3,122,276 | 15,496,645 |

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To approve the fiscal 2010 compensation of the named executive officers of Carnival Corporation & plc

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| Proposal | 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|--|-------------|---------|------------|-------------|------------------|
| 19. To determine how frequently the shareholders of Carnival Corporation and Carnival plc should be provided with a non-binding advisory note regarding the compensation of the named officers of Carnival Corporation & plc | 572,257,081 | 390,541 | 77,095,893 | 13,587,094 | 15,496,645 |

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|-------------|---------------|-------------|------------------|
| 20. To approve the directors remuneration report of Carnival plc for the year ended November 30, 2010 | 657,942,448 | 18,054,213 | 2,830,443 | 0 |
| 21. To approve the giving of authority for the allotment new shares by Carnival plc | 652,590,002 | 7,219,759 | 3,520,698 | 15,496,645 |
| 22. To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc | 672,615,025 | 4,520,505 | 1,691,724 | 0 |
| 23. To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market | 675,234,860 | 1,596,509 | 1,995,735 | 0 |
| 24. To approve the Carnival Corporation 2011 Stock Plan | 624,692,402 | 28,683,474 | 9,954,733 | 15,496,645 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, 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: Senior Vice President, General Counsel &
Secretary
Date: April 19, 2011

Carnival plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez
Title: Senior Vice President, General Counsel & Company
Secretary
Date: April 19, 2011