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CARNIVAL PLC
Form 8-K
March 05, 2004

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): February 27, 2004

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)

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

None
(I.R.S. Employer
Identification No.)

3655 N.W. 87th Avenue
Miami, Florida 33178-2428,
(Address of principal executive
offices)
(zip code)

Carnival House, 5 Gainsford Street,
London SE1 2NE, United Kingdom
(Address of principal executive
offices)
(zip code)

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

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

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

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

Item 5. Other Events and Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 is the Carnival Corporation and Carnival plc (formerly known as P&O Princess Cruises plc) (together, "Carnival Corporation & plc") combined fiscal 2003 unaudited pro forma financial information, that gives pro forma effect to the dual listed company ("DLC") transaction, completed on April 17, 2003, between such companies, which implemented Carnival Corporation & Carnival plc's DLC structure. This pro forma information has been presented in accordance with Article 11 of the Securities and Exchange Commission's ("SEC") Regulation S-X, and is being filed solely in order to comply with the SEC's pro forma financial reporting requirements.

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Notice is hereby given that, as a result of a corporate reorganization transaction completed on February 27, 2004, the P&O Princess Cruises International Limited Deed of Guarantee, dated as of June 19, 2003 ("the Guarantee"), was terminated pursuant to Section 5.4 (C) thereof, effective as of February 27, 2004. The termination of the Guarantee does not have any effect on the Carnival Corporation & plc consolidated financial statements and is being disclosed herein solely because Section 8.3 of the Guarantee permits this notice to be made in a Carnival Corporation and a Carnival plc Current Report on Form 8-K.

Item 7. Financial Statements, Proforma Financial Information and Exhibits.

Carnival Corporation & plc's fiscal 2003 unaudited pro forma financial information, that gives pro forma effect to the DLC transaction, is included in Exhibit 99.1.

Item 9. Information to be included in the Report.

Attached hereto as Exhibit 99.2 is the Carnival Corporation and Carnival plc combined fiscal 2002 unaudited pro forma financial information, that gives pro forma effect to the DLC transaction, which is only being furnished for informational purposes.

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

CARNIVAL PLC

By: /s/Gerald R. Cahill

By: /s/Gerald R. Cahill

Name: Gerald R. Cahill
Title: Executive Vice President
and Chief Financial and
Accounting Officer

Name: Gerald R. Cahill
Title: Executive Vice President
and Chief Financial and
Accounting Officer

Date: March 5, 2004

Date: March 5, 2004

Exhibit List

| Exhibit ----- | Description ----- |
|------------------|---|
| 99.1 | Carnival Corporation & plc's fiscal 2003 unaudited pro forma financial information. |
| 99.2 | Carnival Corporation & plc's fiscal 2002 unaudited pro forma financial information. |