

CARNIVAL CORP
Form 8-K
April 17, 2012

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 11, 2012

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)

England and Wales
(State or other jurisdiction)

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| | |
|--|---|
| of incorporation) | of incorporation) |
| 1-9610 (Commission File Number) | 1-15136 (Commission File Number) |
| 59-1562976 (I.R.S. Employer Identification No.) | 98-0357772 (I.R.S. Employer Identification No.) |
| 3655 N.W. 87th Avenue | Carnival House, 5 Gainsford Street, |
| Miami, Florida 33178-2428 (Address of principal executive offices) | London SE1 2NE, United Kingdom (Address of principal executive offices) |
| (Zip Code) | (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 or former address, if changed since last report.) | 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 registrants 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 11, 2012 (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 685,881,161 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 | 638,617,991 | 28,992,904 | 2,903,303 | 15,366,962 |
| 2. | To re-elect Sir Jonathon Band as a director of Carnival Corporation and Carnival plc | 664,306,838 | 4,579,600 | 1,627,761 | 15,366,962 |
| 3. | To re-elect Robert H. Dickinson as a director of Carnival Corporation and Carnival plc | 611,618,839 | 56,906,533 | 1,938,826 | 15,366,962 |
| 4. | To re-elect Arnold W. Donald as a director of Carnival Corporation and Carnival plc | 638,530,171 | 29,210,870 | 2,773,157 | 15,366,962 |
| 5. | To re-elect Pier Luigi Foschi as a director of Carnival Corporation and Carnival plc | 639,643,991 | 29,215,114 | 1,655,094 | 15,366,962 |
| 6. | To re-elect Howard S. Frank as a director of Carnival Corporation and Carnival plc | 636,636,183 | 32,240,740 | 1,637,276 | 15,366,962 |
| 7. | To re-elect Richard J. Glasier as a director of Carnival Corporation and Carnival plc | 650,520,703 | 17,628,710 | 2,364,785 | 15,366,962 |
| 8. | To elect Debra Kelly-Ennis as a director of Carnival Corporation and Carnival plc | 664,313,946 | 4,561,802 | 1,638,451 | 15,366,962 |
| 9. | To re-elect Modesto A. Maidique as a director of Carnival Corporation and Carnival plc | 595,878,272 | 72,027,531 | 2,608,394 | 15,366,962 |
| 10. | To re-elect Sir John Parker as a director of Carnival Corporation and Carnival plc | 652,789,884 | 15,120,248 | 2,603,827 | 15,366,962 |
| 11. | To re-elect Peter G. Ratcliffe as a director of Carnival Corporation and Carnival plc | 633,438,898 | 35,128,071 | 1,947,229 | 15,366,962 |
| 12. | To re-elect Stuart Subotnick as a director of Carnival Corporation and Carnival plc | 627,292,344 | 40,615,021 | 2,606,833 | 15,366,962 |
| 13. | To re-elect Laura Weil as a director of Carnival Corporation and Carnival plc | 655,138,454 | 13,649,289 | 1,726,456 | 15,366,962 |
| 14. | To re-elect Randall J. Weisenburger as a director of Carnival Corporation and Carnival plc | 643,995,023 | 24,562,459 | 1,956,716 | 15,366,962 |

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 | 678,836,869 | 5,411,895 | 1,632,397 | 0 |
| 16. | To authorize the Audit Committee of Carnival plc to agree the remuneration of the independent auditors of Carnival plc | 682,450,287 | 1,748,170 | 1,682,704 | 0 |
| 17. | To receive the UK accounts and reports of the directors and auditors of Carnival plc for the year ended November 30, 2011 | 678,874,294 | 2,992,112 | 4,014,754 | 0 |
| 18. | | 640,603,945 | 40,811,985 | 4,465,229 | 0 |

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|----|---|-------------|------------|------------|---|
| | To approve the fiscal 2011 compensation of the named executive officers of Carnival Corporation & plc | | | | |
| 19 | To approve the Directors Remuneration Report of Carnival plc for the year ended November 30, 2011 | 631,861,702 | 43,426,679 | 10,592,778 | 0 |

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| | Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----|--|------------------|----------------------|--------------------|-----------------------------|
| 20. | To approve the giving of authority for the allotment new shares by Carnival plc | 642,780,356 | 22,023,242 | 5,710,600 | 15,366,962 |
| 21. | To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc | 677,811,072 | 6,197,534 | 1,872,554 | 0 |
| 22. | To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market | 679,741,308 | 1,152,815 | 4,987,037 | 0 |
| 23. | To consider a shareholder proposal | 159,568,960 | 469,442,399 | 41,502,839 | 15,366,962 |

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 17, 2012

Carnival plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez
Title: Senior Vice President, General Counsel & Company Secretary
Date: April 17, 2012