

Edgar Filing: CARNIVAL CORP - Form 424B3

CARNIVAL CORP
Form 424B3
August 25, 2003

Filed pursuant to Rule 424(b)(3)
Registration No. 333-74190

PROSPECTUS SUPPLEMENT NO. 15
(TO PROSPECTUS DATED DECEMBER 6, 2001)

CARNIVAL CORPORATION

LIQUID YIELD OPTION NOTES DUE 2021
AND SHARES OF COMMON STOCK

This prospectus supplement No. 15 supplements and amends the prospectus dated December 6, 2001, as amended and supplemented by prospectus supplement No. 1 dated December 21, 2001, prospectus supplement No. 2 dated January 11, 2002, prospectus supplement No. 3 dated January 29, 2002, prospectus supplement No. 4 dated February 19, 2002, prospectus supplement No. 5 dated March 12, 2002, prospectus supplement No. 6 dated March 29, 2002, prospectus supplement No. 7 dated April 10, 2002, prospectus supplement No. 8 dated May 15, 2002, prospectus supplement No. 9 dated June 6, 2002, prospectus supplement No. 10 dated July 18, 2002, prospectus supplement No. 11 dated August 20, 2002, prospectus supplement No. 12 dated December 9, 2002, prospectus supplement No. 13 dated February 13, 2003 and prospectus supplement No. 14 dated April 4, 2003, relating to our Liquid Yield Option Notes due 2021 (the "LYONs") and shares of common stock issuable upon conversion of the LYONs.

The table on page 20 of the prospectus sets forth information with respect to the selling securityholders and the respective amounts at maturity of LYONs beneficially owned by each selling securityholder that may be offered pursuant to the prospectus as amended and supplemented by prospectus supplement No. 1 dated December 21, 2001, prospectus supplement No. 2 dated January 11, 2002, prospectus supplement No. 3 dated January 29, 2002, prospectus supplement No. 4 dated February 19, 2002, prospectus supplement No. 5 dated March 12, 2002, prospectus supplement No. 6 dated March 29, 2002, prospectus supplement No. 7 dated April 10, 2002, prospectus supplement No. 8 dated May 15, 2002, prospectus supplement No. 9 dated June 6, 2002, prospectus supplement No. 10 dated July 18, 2002, prospectus supplement No. 11 dated August 20, 2002, prospectus supplement No. 12 dated December 9, 2002, prospectus supplement No. 13 dated February 13, 2003 and prospectus supplement No. 14 dated April 4, 2003. This prospectus supplement amends that table by adding to it the items set forth below.

(1) SELLING SECURITYHOLDER	(2) PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED AND OFFERED	(3) PERCENT OF TOTAL OUTSTANDING LYONS	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE LYONS
Continental Assurance Company			
Separate Account (E).....	\$1,300,000	0.12%	21,575
Continental Casualty Company.....	\$10,200,000	0.97%	169,283

Edgar Filing: CARNIVAL CORP - Form 424B3

- * Assuming the sale of all LYONs and common stock issuable upon conversion of the LYONs, selling securityholders will not hold any LYONs and will hold the number of our common stock set forth in column (5) "Common Stock Owned Prior to Conversion of LYONs." At that time, no selling securityholder will hold more than 1% of our outstanding common stock.

The prospectus dated December 6, 2001, as amended and supplemented by prospectus supplement No. 1 dated December 21, 2001, prospectus supplement No. 2 dated January 11, 2002, prospectus supplement No. 3 dated January 29, 2002, prospectus supplement No. 4 dated February 19, 2002, prospectus supplement No. 5 dated March 12, 2002, prospectus supplement No. 6 dated March 29, 2002, prospectus supplement No. 7 dated April 10, 2002, prospectus supplement No. 8 dated May 15, 2002, prospectus supplement No. 9 dated June 6, 2002, prospectus supplement No. 10 dated July 18, 2002, prospectus supplement No. 11 dated August 20, 2002, prospectus supplement No. 12 dated December 9, 2002, prospectus supplement No. 13 dated February 13, 2003, prospectus supplement No. 14 dated April 4, 2003 and this prospectus supplement No. 15 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 LYONs and the common stock issuable upon conversion of the LYONs.

2

Our common stock is traded on the New York Stock Exchange under the symbol CCL. On August 22, 2003, the last reported sales price of the common stock was \$35.36 per share. There is no public market for the LYONs, and we do not intend to apply for their listing on any exchange or to seek approval for their quotation through any automated quotation system.

WE URGE YOU TO CAREFULLY READ THE "RISK FACTORS" SECTION BEGINNING ON PAGE 10 OF THE ACCOMPANYING PROSPECTUS, WHERE WE DESCRIBE SPECIFIC RISKS ASSOCIATED WITH THESE SECURITIES BEFORE YOU MAKE YOUR INVESTMENT DECISION.

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

The date of this prospectus supplement is August 25, 2003.

3

SELLING SECURITYHOLDERS

The prospectus dated December 6, 2001, as amended and supplemented by prospectus supplement No. 1 dated December 21, 2001, prospectus supplement No. 2 dated January 11, 2002, prospectus supplement No. 3 dated January 29, 2002, prospectus supplement No. 4 dated February 19, 2002, prospectus supplement No. 5 dated March 12, 2002, prospectus supplement No. 6 dated March 29, 2002, prospectus supplement No. 7 dated April 10, 2002, prospectus supplement No. 8 dated May 15, 2002, prospectus supplement No. 9 dated June 6, 2002, prospectus supplement No. 10 dated July 18, 2002, prospectus supplement No. 11 dated August 20, 2002, prospectus supplement No. 12 dated December 9, 2002, prospectus supplement No. 13 dated February 13, 2003 and prospectus supplement No. 14 dated

Edgar Filing: CARNIVAL CORP - Form 424B3

April 4, 2003, relating to the offer for resale of up to \$1,051,175,000 aggregate principal amount at maturity of LYONS and shares of common stock issuable upon conversion of the LYONS is amended to replace the first paragraph and the table under the heading "Selling Securityholders" on page 20 with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

The following table provides, as of August 25, 2003, the name of each selling securityholder, the principal amount at maturity of LYONS held by such selling securityholder, the number of shares of common stock owned by such securityholder prior to its purchase of LYONS and the common stock issuable upon conversion of the LYONS (based upon the initial conversion price). This information has been obtained from the selling securityholders.

(1) SELLING SECURITYHOLDER	(2) PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED AND OFFERED	(3) PERCENT OF TOTAL OUTSTANDING LYONS	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE LYONS
AG Domestic Convertibles, L.P.....	\$14,100,000	1.34%	234,009
AG Offshore Convertibles, Ltd.	81,900,000	7.79%	1,359,245
Absolute Return Fund Ltd.....	2,429,000	0.23%	40,313
Aid Association for Lutherans, a successor to Lutheran Brotherhood..	2,100,000	0.20%	34,852
Aristeia International Limited.....	28,860,000	2.75%	478,972
Aristeia Trading, LLC.....	8,140,000	0.77%	135,095
Bear, Stearns & Co. Inc.....	26,250,000	2.50%	435,656
Bear Stearns International Limited (BSIL)	15,000,000	1.43%	248,946
BNP Paribas Equity Strategies SNC.....	5,500,000	0.52%	91,281
California Public Employees' Retirement System.....	2,100,000	0.20%	34,853
Continental Assurance Company Separate Account (E).....	4,800,000	0.46%	79,663
Continental Casualty Company.....	38,200,000	3.63%	633,982
Credit Suisse First Boston London.....	78,013,000	7.42%	1,294,735
D.E. Shaw Investments, L.P.....	3,500,000	0.33%	58,087
D.E. Shaw Valence, L.P.....	14,000,000	1.33%	232,350
DKR Fixed Income Holding Fund Ltd.....	5,000,000	0.48%	82,982
Deutsche Banc Alex Brown Inc.....	25,925,000	2.47%	430,262
Deutsche Bank Securities Inc.....	17,750,000	1.69%	294,586
First Union Securities, Inc.....	39,500,000	3.76%	655,558
GDO Equity Arbitrage Master Fund.....	4,000,000	0.38%	66,386
Global Bermuda Limited Partnership.....	3,300,000	0.31%	54,769
Goldman Sachs & Co. Profit Sharing Master Trust.....	1,814,000	0.17%	30,106
Grace Brothers Management, LLC.....	2,000,000	0.19%	33,193
Granville Capital Corporation.....	9,000,000	0.86%	149,370
HBK Master Fund L.P.....	9,000,000	0.86%	149,370
Highbridge International LLC.....	26,500,000	2.52%	439,811

Edgar Filing: CARNIVAL CORP - Form 424B3

(1) SELLING SECURITYHOLDER	(2) PRINCIPAL AMOUNT AT MATURITY OF LYONS BENEFICIALLY OWNED AND OFFERED	(3) PERCENT OF TOTAL OUTSTANDING LYONS	(4) COMMON STOCK ISSUABLE UPON CONVERSION OF THE LYONS
JMG Convertible Investments, LP.....	2,100,000	0.20%	34,852
JMG Triton Offshore Fund, LP.....	2,100,000	0.20%	34,852
J.P. Morgan Securities Inc.....	2,050,000	0.20%	34,023
KBC Convertible MAC 28 Ltd.....	40,000,000	3.81%	663,856
KBC Financial Products (Cayman Islands) Limited.....	44,500,000	4.23%	738,540
KBC Financial Products USA Inc.....	7,000,000	0.67%	116,175
Lakeshore International, Ltd.....	13,200,000	1.26%	219,076
Lehman Brothers Inc.....	14,000,000	1.33%	232,350
Lexington (IMA) Limited.....	3,221,000	0.31%	53,457
MLQA Convertible Securities Arbitrage Ltd.....	52,500,000	4.99%	871,325
Marathon Asset Management, LLC.....	33,200,000	3.16%	551,000
Marathon Global Convertible Master Fund, Ltd.....	33,200,000	3.16%	551,000
Moussewizard, LLC.....	796,000	0.08%	13,211
OZ Convertible Master Fund, Ltd.....	4,300,000	0.41%	71,365
OZ Mac 13 Ltd.....	1,905,000	0.18%	31,616
OZ Master Fund, Ltd.....	77,535,000	7.38%	1,286,802
S.A.C. Capital Associates, LLC.....	16,500,000	1.57%	273,841
SAM Investments LDC.....	75,000,000	7.13%	1,244,730
St. Albans Partners Ltd.....	10,000,000	1.00%	165,966
Shepherd Investments International, Ltd.....	58,087,000	5.53%	964,050
Southern Farm Bureau Life Insurance....	1,600,000	0.15%	26,554
Starvest Managed Portfolio.....	125,000	0.01%	2,075
State of Florida Division of Treasury..	4,200,000	0.40%	69,705
State of Mississippi Health Care Trust Fund.....	1,250,000	0.12%	20,746
Susquehanna Capital Group.....	39,500,000	3.76%	655,558
Tribeca Investments, LLC.....	40,000,000	3.81%	663,856
Triborough Partners QP, LLC.....	2,500,000	0.24%	41,491
UBS AG LON F/B/O PB.....	20,000,000	1.90%	331,928
UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.....	5,000,000	0.48%	82,982
White River Securities LLC.....	26,250,000	2.50%	435,656
Yield Strategies Fund I, LP.....	12,000,000	1.14%	199,160

* Assuming the sale of all LYONs and common stock issuable upon conversion of the LYONs, selling securityholders will not hold any LYONs and will hold the number of our common stock set forth in column (5) "Common Stock Owned Prior to Conversion of LYONs." At that time, no selling securityholder will hold more than 1% of our outstanding common stock.

