

CARNIVAL CORP
Form 8-K
April 22, 2019

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 16, 2019

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

Republic of Panama
(State or other jurisdiction of incorporation)

1-9610
(Commission File Number)

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

3655 N.W. 87th Avenue
Miami, Florida 33178-2428

United States of America

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

England and Wales
(State or other jurisdiction of incorporation)

1-15136
(Commission File Number)

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

Carnival House
100 Harbour Parade
Southampton SO15 1ST

United Kingdom

(Address of principal executive offices)

(Address of principal executive offices)

(Zip code)

(Zip code)

(305) 599-2600

011 44 23 8065 5000

(Registrant's telephone number, including area code)

(Registrant's telephone number, including area code)

None

None

(Former name or former address, if changed since last report.)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 16, 2019 (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 597,337,043 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 | For | Against | Abstain | Broker Non-Votes |
|-----|--|-------------|----------------|----------------|-------------------------|
| 1. | To re-elect Micky Arison as a director of Carnival Corporation and Carnival plc | 538,999,085 | 22,214,007 | 1,560,525 | 34,563,425 |
| 2. | To re-elect Sir Jonathon Band as a director of Carnival Corporation and Carnival plc | 559,248,518 | 3,275,077 | 250,023 | 34,563,425 |
| 3. | To re-elect Jason Glen Cahilly as a director of Carnival Corporation and Carnival plc | 556,830,728 | 5,600,653 | 342,327 | 34,563,425 |
| 4. | To re-elect Helen Deeble as a director of Carnival Corporation and Carnival plc | 561,893,417 | 549,809 | 330,392 | 34,563,425 |
| 5. | To re-elect Arnold W. Donald as a director of Carnival Corporation and Carnival plc | 540,436,831 | 22,085,804 | 250,983 | 34,563,425 |
| 6. | To re-elect Richard J. Glasier as a director of Carnival Corporation and Carnival plc | 530,017,557 | 32,483,172 | 272,889 | 34,563,425 |
| 7. | To re-elect Debra Kelly-Ennis as a director of Carnival Corporation and Carnival plc | 561,922,442 | 429,449 | 421,727 | 34,563,425 |
| 8. | To elect Katie Lahey as a director of Carnival Corporation and Carnival plc | 554,091,362 | 8,352,010 | 80,470 | 34,563,425 |
| 9. | To re-elect Sir John Parker as a director of Carnival Corporation and Carnival plc | 524,786,894 | 37,568,925 | 417,798 | 34,563,425 |
| 10. | To re-elect Stuart Subotnick as a director of Carnival Corporation and Carnival plc | 517,351,013 | 45,159,596 | 263,008 | 34,563,425 |
| 11. | To re-elect Laura Weil as a director of Carnival Corporation and Carnival plc | 538,323,613 | 24,034,731 | 415,274 | 34,563,425 |
| 12. | To re-elect Randall J. Weisenburger as a director of Carnival Corporation and Carnival plc | 536,801,327 | 24,245,904 | 1,726,387 | 34,563,425 |

Other Matters.

| | | | | | |
|-----|---|-------------|------------|-----------|------------|
| 13. | To approve, on a (non-binding) advisory basis, executive compensation | 536,576,708 | 24,166,705 | 2,024,700 | 34,563,425 |
| 14. | To approve the Carnival plc Directors Remuneration Report | 538,582,377 | 22,266,820 | 1,918,915 | 34,563,425 |

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| | | | | |
|---|-------------|------------|-----------|---|
| 15. To re-appoint the UK firm of PricewaterhouseCoopers LLP as independent auditors for Carnival plc and to ratify the selection of the U.S. firm of PricewaterhouseCoopers LLP as the independent registered public accounting firm for Carnival Corporation | 576,135,840 | 18,521,493 | 2,674,205 | 0 |
| 16. To authorize the Audit Committee of Carnival plc to determine the remuneration of the independent auditors of Carnival plc | 593,710,332 | 3,156,552 | 464,656 | 0 |
| 17. To receive the UK accounts and reports of the Directors and auditors of Carnival plc for the year ended November 30, 2018 | 591,154,004 | 3,909,089 | 2,268,445 | 0 |
| 18. To approve the giving of authority for the allotment of new shares by Carnival plc | 570,989,118 | 25,725,132 | 622,792 | 0 |
| 19. To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc | 589,778,717 | 6,741,077 | 817,249 | 0 |
| 20. To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market | 591,096,348 | 4,982,689 | 1,258,005 | 0 |

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: General Counsel & Secretary
Date: April 22, 2019

Carnival plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez
Title: General Counsel & Company Secretary
Date: April 22, 2019