

CARNIVAL CORP
Form 8-K
April 20, 2016

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 14, 2016

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
(Address of principal

executive offices)

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)

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(Zip code)

(305) 599-2600

(Registrant's telephone number,

including area code)

None

(Former name or former address,

if changed since last report.)

(Zip code)

011 44 23 8065 5000

(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 14, 2016 (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 650,373,027 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	617,865,946	11,001,258	2,709,723	18,796,100
2. To re-elect Sir Jonathon Band as a director of Carnival Corporation and Carnival plc	630,223,358	386,022	967,547	18,796,100
3. To re-elect Arnold W. Donald as a director of Carnival Corporation and Carnival plc	619,419,051	11,193,957	963,919	18,796,100
4. To re-elect Richard J. Glasier as a director of Carnival Corporation and Carnival plc	599,196,397	30,735,822	1,644,708	18,796,100
5. To re-elect Debra Kelly-Ennis as a director of Carnival Corporation and Carnival plc	630,151,255	458,527	967,145	18,796,100
6. To re-elect Sir John Parker as a director of Carnival Corporation and Carnival plc	590,667,634	39,930,129	979,164	18,796,100
7. To re-elect Stuart Subotnick as a director of Carnival Corporation and Carnival plc	579,209,092	51,011,493	1,356,342	18,796,100
8. To re-elect Laura Weil as a director of Carnival Corporation and Carnival plc	617,674,897	12,641,083	1,260,947	18,796,100
9. To re-elect Randall J. Weisenburger as a director of Carnival Corporation and Carnival plc	624,387,565	6,205,017	984,345	18,796,100

Other Matters.

10. To hold an advisory vote to approve executive compensation	602,574,195	26,731,336	2,271,396	18,796,100
11. To approve the Carnival plc Directors' Remuneration Report	617,130,158	23,446,387	9,796,482	0
12. 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	634,599,480	13,099,512	2,674,035	0

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13. To authorize the Audit Committee of Carnival plc to agree the remuneration of the independent auditors of Carnival plc	648,103,003	1,876,492	393,532	0
14. To receive the UK accounts and reports of the Directors and auditors of Carnival plc for the year ended November 30, 2015	643,184,229	4,995,303	2,193,495	0
15. To approve the giving of authority for the allotment of new shares by Carnival plc	626,973,905	21,512,507	1,886,615	0
16. To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc	623,651,836	7,478,149	446,942	18,796,100
17. To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market	644,570,522	3,011,849	2,790,656	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 20, 2016

Carnival plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez
Title: General Counsel & Company Secretary
Date: April 20, 2016