

CARNIVAL CORP  
Form 424B3  
October 11, 2002

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-62950

PROSPECTUS SUPPLEMENT NO. 9  
(TO PROSPECTUS DATED OCTOBER 4, 2001)

CARNIVAL CORPORATION

2% CONVERTIBLE SENIOR DEBENTURES DUE 2021  
AND SHARES OF COMMON STOCK

This prospectus supplement No. 9 supplements and amends the prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, prospectus supplement No. 2 dated November 1, 2001, prospectus supplement No. 3 dated November 16, 2001, prospectus supplement No. 4 dated December 21, 2001, prospectus supplement No. 5 dated January 18, 2002, prospectus supplement No. 6 dated February 8, 2002, prospectus supplement No. 7 dated June 4, 2002 and prospectus supplement No. 8 dated July 10, 2002, relating to our 2% convertible senior debentures due 2021 and shares of common stock issuable upon conversion of the debentures.

The table on pages 18 through 21 of the prospectus sets forth information with respect to the selling securityholders and the respective amounts of debentures beneficially owned by each selling securityholder that may be offered pursuant to the prospectus as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, prospectus supplement No. 2 dated November 1, 2001, prospectus supplement No. 3 dated November 16, 2001, prospectus supplement No. 4 dated December 21, 2001, prospectus supplement No. 5 dated January 18, 2002, prospectus supplement No. 6 dated February 8, 2002, prospectus supplement No. 7 dated June 4, 2002 and prospectus supplement No. 8 dated July 10, 2002. This prospectus supplement amends that table by adding to it the items set forth below.

| (1)<br>Selling<br>Securityholder | (2)<br>Principal Amount of<br>Debentures<br>Beneficially<br>Owned and Offered | (3)<br>Percent of<br>Total<br>Outstanding<br>Debentures | (4)<br>Common Stock<br>Issuable Upon<br>Conversion of<br>the Debentures | (5)<br>Common Stock<br>Owned Prior to<br>Conversion of<br>Debentures* |
|----------------------------------|---|---|---|---|
| MFS Total Return Fund            | \$1,500,000   | 0.25%   | 38,320  | 0   |

\*

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

The prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, prospectus supplement No. 2 dated November 1, 2001, prospectus supplement No. 3 dated November 16, 2001, prospectus supplement No. 4 dated December 21, 2001, prospectus supplement No. 5 dated January 18, 2002, prospectus supplement No. 6 dated February 8, 2002, prospectus supplement No. 7 dated June 4, 2002, prospectus

supplement No. 8 dated July 10, 2002 and this prospectus supplement No. 9, 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 debentures and the common stock issuable upon conversion of the debentures.

Our common stock is traded on the New York Stock Exchange under the symbol CCL. On October 10, 2002, the last reported sales price of the common stock was \$22.92 per share. There is no public market for the debentures, 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 October 11, 2002.

### SELLING SECURITYHOLDERS

The prospectus dated October 4, 2001, as amended and supplemented by prospectus supplement No. 1 dated October 18, 2001, prospectus supplement No. 2 dated November 1, 2001, prospectus supplement No. 3 dated November 16, 2001, prospectus supplement No. 4 dated December 21, 2001, prospectus supplement No. 5 dated January 18, 2002, prospectus supplement No. 6 dated February 8, 2002, prospectus supplement No. 7 dated June 4, 2002 and prospectus supplement No. 8 dated July 10, 2002, relating to the offer for resale of up to \$600,000,000 aggregate principal amount of debentures and shares of common stock issuable upon conversion of the debentures is amended to replace the first paragraph and the table under the heading "Selling Securityholders" on page 18 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 October 11, 2002, the name of each selling securityholder, the principal amount of debentures held by such selling securityholder, the number of shares of common stock owned by such securityholder prior to its purchase of debentures and the common stock issuable upon conversion of the debentures (based upon the initial conversion price). This information has been obtained from the selling securityholders.

| (1)<br>Selling<br>Securityholder | (2)<br>Principal<br>Amount of<br>Debentures<br>Beneficially<br>Owned and<br>Offered | (3)<br>Percent of<br>Total<br>Outstanding<br>Debentures | (4)<br>Common Stock<br>Issuable Upon<br>Conversion of<br>the Debentures | (5)<br>Common Stock<br>Owned Prior to<br>Conversion of<br>Debentures* |
|----------------------------------|---|---|---|---|
| Absolute Return<br>Fund, Ltd.    | \$327,000   | 0.05%   | 8,354   | 0   |
| Allied Irish Banks, p.l.c        | 30,000,000  | 5.00%   | 766,401   | 0   |

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|                                 |           |       |         |   |
|---------------------------------|-----------|-------|---------|---|
| Allstate Insurance Company      | 550,000   | 0.09% | 14,051  | 0 |
| Allstate Life Insurance Company | 2,700,000 | 0.45% | 68,976  | 0 |
| Arbitex Master Fund L.P.        | 8,900,000 | 1.48% | 227,366 | 0 |
| Aristeia International, Limited | 9,900,000 | 1.65% | 252,912 | 0 |
| Aristeia Partners, L.P.         | 3,600,000 | 0.60% | 91,968  | 0 |
| Aventis Pension Master Trust    | 220,000   | 0.04% | 5,620   | 0 |
| Banc of America Securities LLC  | 9,793,000 | 1.63% | 250,179 | 0 |
| Bank America Pension Plan       | 3,000,000 | 0.50% | 76,640  | 0 |
| Bankhaus Loebbecke & Co.        | 5,000,000 | 0.83% | 127,734 | 0 |
| Bear, Stearns & Co. Inc.        | 8,113,000 | 1.35% | 207,260 | 0 |
| Black Diamond Capital I, Ltd.   | 482,000   | 0.08% | 12,314  | 0 |
| Black Diamond Offshore Ltd.     | 1,723,000 | 0.29% | 44,017  | 0 |
|                                 | 1,375,000 | 0.23% | 35,127  | 0 |

Boilermaker-Blacksmith  
Pension Trust

|   |           |       |         |   |
|---|-----------|-------|---------|---|
| CALAMOS®<br>Convertible Fund-<br>CALAMOS®<br>Investment Trust                         | 3,000,000 | 0.50% | 76,640  | 0 |
| CALAMOS®<br>Convertible<br>Growth and<br>Income Fund-<br>CALAMOS®<br>Investment Trust | 1,275,000 | 0.21% | 32,572  | 0 |
| CALAMOS®<br>Convertible<br>Portfolio-<br>CALAMOS®<br>Advisors Trust                   | 130,000   | 0.02% | 3,321   | 0 |
| CALAMOS®<br>Global<br>Convertible Fund<br>-<br>CALAMOS®<br>Investment Trust           | 140,000   | 0.02% | 3,577   | 0 |
| CALAMOS®<br>Market Neutral<br>Fund-<br>CALAMOS®<br>Investment Trust                   | 5,400,000 | 0.90% | 137,952 | 0 |
| CIBC World<br>Markets   | 5,000,000 | 0.83% | 127,734 | 0 |
| Circlet (IMA)<br>Limited  | 2,000,000 | 0.33% | 51,093  | 0 |
| City of Albany<br>Pension Plan  | 125,000   | 0.02% | 3,193   | 0 |

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|   |            |       |           |   |
|---|------------|-------|-----------|---|
| City of Knoxville<br>Pension System                     | 285,000    | 0.05% | 7,281     | 0 |
| Clarica Life<br>Insurance<br>Co.-U.S.                   | 350,000    | 0.06% | 8,941     | 0 |
| Consulting Group<br>Capital Markets<br>Funds            | 520,000    | 0.09% | 13,284    | 0 |
| Credit Suisse First<br>Boston<br>Corporation            | 21,000,000 | 3.50% | 536,481   | 0 |
| Delta Airlines<br>Master Trust                          | 2,400,000  | 0.40% | 61,312    | 0 |
| Delta Pilots<br>Disability and<br>Survivorship<br>Trust | 470,000    | 0.08% | 12,007    | 0 |
| Deutsche Banc<br>Alex Brown Inc.                        | 54,400,000 | 9.07% | 1,389,740 | 0 |
| Double Black<br>Diamond Offshore<br>LDC                 | 8,875,000  | 1.48% | 226,727   | 0 |
| Drury University  | 45,000     | 0.01% | 1,150     | 0 |
| Duckbill & Co.  | 1,750,000  | 0.29% | 44,707    | 0 |
| First Union<br>National Bank                            | 500,000    | 0.08% | 12,773    | 0 |
| First Union<br>Securities, Inc.                         | 5,000,000  | 0.83% | 127,734   | 0 |

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|  |            |       |         |   |
|--|------------|-------|---------|---|
| First Union Securities, Inc. /Bank Trading                     | 29,500,000 | 4.92% | 753,628 | 0 |
| General Motors Welfare Benefit Trust (VEBA)                    | 3,000,000  | 0.50% | 76,640  | 0 |
| GLG Market Neutral Fund  | 1,000,000  | 0.17% | 25,547  | 0 |
| Global Bermuda Limited Partnership                             | 4,600,000  | 0.77% | 117,515 | 0 |
| GM Employees Global Group Pension Trust (Abs Return Portfolio) | 1,500,000  | 0.25% | 38,320  | 0 |
| Goldman Sachs and Company                                      | 5,837,000  | 0.97% | 149,116 | 0 |
| Greek Catholic Union   | 20,000     | **    | 511     | 0 |
| Greek Catholic Union II  | 20,000     | **    | 511     | 0 |
| H.K. Porter Company, Inc.                                      | 35,000     | 0.01% | 894     | 0 |
| Jefferies & Company, Inc.                                      | 500,000    | 0.08% | 12,773  | 0 |
| Jersey (IMA) Ltd.  | 1,750,000  | 0.29% | 44,707  | 0 |
|  | 12,250,000 | 2.04% | 312,947 | 0 |

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|  |            |       |           |         |
|--|------------|-------|-----------|---------|
| JMG Capital Partners, LP                             |            |       |           |         |
| JMG Triton Offshore Fd Ltd.                          | 17,250,000 | 2.88% | 440,681   | 0       |
| J.P. Morgan Securities Inc.                          | 52,870,000 | 8.81% | 1,350,654 | 391,138 |
| Julius Baer Multibond Convertbond                    | 750,000    | 0.13% | 19,160    | 0       |
| KBC Financial Products (Cayman Islands) Limited      | 9,500,000  | 1.58% | 242,694   | 0       |
| KBC Financial Products USA Inc.                      | 8,000,000  | 1.33% | 204,374   | 0       |
| Kerr-McGee Corporation                               | 115,000    | 0.02% | 2,938     | 0       |
| Kettering Medical Center Funded Depreciation Account | 80,000     | 0.01% | 2,044     | 0       |
| Knoxville Utilities Board Retirement System          | 195,000    | 0.03% | 4,982     | 0       |
| Lakeshore International, Ltd.                        | 18,400,000 | 3.07% | 470,059   | 0       |
| Lehman Brothers Inc.                                 | 13,000,000 | 2.17% | 332,107   | 0       |
| Leonardo, L.P.                                       | 20,000,000 | 3.33% | 510,934   | 0       |

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|   |            |       |         |         |
|---|------------|-------|---------|---------|
| Lexington (IMA)<br>Limited                                | 139,000    | 0.02% | 3,551   | 0       |
| Libertyview<br>Funds, L.P.                                | 8,250,000  | 1.38% | 210,760 | 0       |
| Louisiana<br>Workers'<br>Compensation<br>Corporation      | 385,000    | 0.06% | 9,835   | 0       |
| Lyxor Master Fund ref<br>HW                               | 300,000    | 0.05% | 7,664   | 0       |
| MFS Total Return<br>Fund                                  | 1,500,000  | 0.25% | 38,320  | 0       |
| MLQA Convertible<br>Securities Arbitrage Ltd.             | 20,000,000 | 3.33% | 510,934 | 0       |
| Merrill Lynch Pierce<br>Fenner & Smith, Inc               | 2,460,000  | 0.41% | 62,845  | 0       |
| Morgan Stanley & Co.                                      | 4,000,000  | 0.67% | 102,187 | 0       |
| Nomura Securities<br>International,<br>Inc.               | 15,000,000 | 2.50% | 383,201 | 497,292 |
| OZ Master Fund,<br>Ltd.                                   | 4,534,000  | 0.76% | 115,829 | 0       |
| Peoples Benefit<br>Life Insurance<br>Company<br>TEAMSTERS | 5,000,000  | 0.83% | 127,734 | 0       |
|   | 1,450,000  | 0.24% | 37,043  | 0       |

Port Authority of  
Allegheny County  
Retirement and  
Disability  
Allowance Plan  
for the Employees  
Represented by  
Local 85 of the  
Amalgamated  
Transit Union

|   |           |       |         |         |
|---|-----------|-------|---------|---------|
| Radian Asset<br>Guaranty  | 1,000,000 | 0.17% | 25,547  | 0       |
| Radian Guaranty<br>Inc.   | 1,000,000 | 0.17% | 25,547  | 0       |
| Retail Clerks<br>Pension Trust  | 2,500,000 | 0.42% | 63,867  | 0       |
| Retail Clerks<br>Pension Trust #2   | 1,500,000 | 0.25% | 38,320  | 0       |
| Royal Bank of<br>Canada   | 7,000,000 | 1.17% | 178,827 | 225,705 |
| SCI Endowment<br>Care Common<br>Trust<br>Fund-National<br>Fiduciary<br>Services | 230,000   | 0.04% | 5,876   | 0       |
| SCI Endowment<br>Care<br>Common Trust<br>Fund-Suntrust                          | 95,000    | 0.02% | 2,427   | 0       |
| Southern Farm<br>Bureau Life<br>Insurance                                       | 125,000   | 0.02% | 3,193   | 0       |

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|---|------------|-------|-----------|---|
| SPT   | 1,100,000  | 0.18% | 28,101    | 0 |
| St. Albans<br>Partners Ltd.                                     | 5,000,000  | 0.83% | 127,734   | 0 |
| Starvest Managed<br>Portfolio                                   | 15,000     | **    | 383       | 0 |
| State of Florida<br>Division of<br>Treasury                     | 460,000    | 0.08% | 11,751    | 0 |
| State of Florida,<br>Office of the<br>Treasurer                 | 1,500,000  | 0.25% | 38,320    | 0 |
| State of<br>Mississippi Health<br>Care Trust Fund               | 185,000    | 0.03% | 4,726     | 0 |
| Susquehanna<br>Capital Group                                    | 23,000,000 | 3.83% | 587,574   | 0 |
| TD Securities<br>(USA) Inc.                                     | 31,250,000 | 5.21% | 798,334   | 0 |
| The Dow<br>Chemical<br>Company<br>Employees'<br>Retirement Plan | 2,700,000  | 0.45% | 68,976    | 0 |
| The Fondren<br>Foundation                                       | 85,000     | 0.01% | 2,171     | 0 |
| UBS AG London<br>Branch   | 50,000,000 | 8.33% | 1,277,335 | 0 |
| UBS O'Connor<br>LLC f/b/o UBS                                   | 500,000    | 0.08% | 12,773    | 0 |

Global Equity  
Arbitrage Master  
Ltd.

Union Carbide  
Retirement  
Account

1,750,000      0.29%      44,707      0

United Food and  
Commercial  
Workers Local  
1262 and  
Employers  
Pension Fund

650,000      0.11%      16,605      0

Vopak USA, Inc.  
Retirement Plan

375,000      0.06%      9,580      0

White River  
Securities L.L.C.

10,112,000      1.69%      258,328      0

William Blair &  
Co. LLC

2,225,000      0.37%      56,841      0

Wolverine  
Trading, L.P.

3,000,000      0.50%      76,640      0

Worldwide  
Transactions  
Ltd.

420,000      0.07%      10,729      0

Yield Strategies  
Fund II, LP

3,250,000      0.54%      83,027      0