

P&O PRINCESS CRUISES PLC
Form POS AM
April 15, 2003

333-12626

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO

FORM F-6
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933
For American Depositary Shares Evidenced by American Depositary Receipts

P & O PRINCESS CRUISES PLC

(Exact name of issuer of deposited securities as specified in its charter)

n/a
(Translation of issuer's name into English)

England and Wales
(Jurisdiction of Incorporation or organization of Issuer)

JPMORGAN CHASE BANK
(Exact name of depositary as specified in its charter)
1 Chase Manhattan Plaza, New York, New York 10081
Tel. No.: (212) 552-4944

(Address, including zip code, and telephone number of depositary's principal offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8600

(Address, including zip code, and telephone number of agent for service)

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With copies to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022

It is proposed that this filing become effective under Rule 466

immediately upon filing on April 21, 2003 at 8:30 a.m.

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of Carnival plc | N/A | N/A | N/A | N/A |

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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The Prospectus consists of the form of American Depositary Receipt ("ADR") included as Exhibit A to the form of Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| Item Number and Caption ----- | Location in Form of ADR Filed Herewith as Prospectus ----- |
|---|---|
| 1. Name of depository and address of its principal executive office | Face, introductory paragraph and final sentence on face. |
| 2. Title of ADR and identity of deposited securities | Face, top center and introductory paragraph |
| Terms of Deposit | |
| (i) The amount of deposited securities represented by one unit of ADRs | Face, upper right corner and introductory paragraph |
| (ii) The procedure for voting, if any, the deposited securities | Reverse, paragraph (3) |
| (iii) The collection and distribution of dividends | Face, paragraphs (4), (5) and (8); Reverse, paragraph (1) |
| (iv) The transmission of notices, reports and proxy soliciting material | Face, paragraph (11); Reverse, paragraphs (3) and (5) |
| (v) The sale or exercise of rights | Face, paragraphs (4) and (7); Reverse, paragraph (1) |

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|--|--|
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face, paragraphs (3) and (7); Reverse, paragraphs (1) and (4) |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse, paragraphs (9) and (10) (no provision for extension) |

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| Item Number and Caption ----- | Location in Form of ADR Filed Herewith as Prospectus ----- |
|---|---|
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the lists of holders of ADRs | Reverse, paragraph (5) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face, paragraphs (1), (2), (4) and (5) |
| (x) Limitation upon the liability of the Depositary and/or the Company | Reverse, paragraph (7) |
| 3. Description of all fees and charges which may be imposed directly or indirectly against the holders of ADRs | Face, paragraph (8) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption ----- | Location in Form of ADR Filed Herewith as Prospectus ----- |
|---|---|
| 2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission | Face, paragraph (11) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) Form of Amended and Restated Deposit Agreement dated as of April , 2003 among Carnival PLC, JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement").

(b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.

(c) Any material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - None.

(d) Opinion of counsel to the Depositary, as to the legality of the securities to be registered. *

(e) Certification under Rule 466.

(f) Powers of Attorney - None.

*Previously filed

Item 4. UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 14, 2003.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, in its capacity as
Depositary

By: /s/ Jordana Chutter

Name: Jordana Chutter
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, P & O Princess Cruises PLC certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on April 14, 2003.

P & O PRINCESS CRUISES PLC

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By: /s/ Nicholas L. Luff

Name: Nicholas L. Luff

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on April 14, 2003.

| Name | Title |
|---|---|
| ---- | ----- |
| * ----- The Lord Sterling of Plaistow CBE | Chairman of the Board |
| * ----- Peter Ratcliffe | Chief Executive Officer and Director |
| * ----- Sir John Parker | Deputy Chairman of the Board and Director |
| ----- Nicholas L. Luff | Chief Financial Officer and Director |
| /s/ Colin Rumble ----- Colin Rumble | Group Financial Controller |
| * ----- for Peter Foy | Non-Executive Director |
| * ----- for Baroness Hogg | Non-Executive Director |
| /s/ Horst Rahe ----- Horst Rahe | Non-Executive Director |

* Authorized Representative in
the United States

Mona Ehrenreich

*By: /s/ Nicholas L. Luff

Nicholas L. Luff
Power-of-Attorney

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Index to Exhibits

| Exhibit Number ----- | Sequentially Numbered Page ----- |
|---|---|
| (a) Form of Amended and Restated Deposit Agreement. | |
| (e) Rule 466 Certification | |

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