

**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) January 17, 2023



Carnival Corporation

(Exact name of registrant as specified in its charter)

Republic of Panama

(State or other jurisdiction of incorporation)

001-9610

(Commission File Number)

59-1562976

(I.R.S. Employer Identification No.)

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

(Address of principal executive offices)
(Zip code)

(305) 599-2600

(Registrant's telephone number, including area code)

None

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

Carnival plc

(Exact name of registrant as specified in its charter)

England and Wales

(State or other jurisdiction of incorporation)

001-15136

(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)
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (\$0.01 par value)	CCL	New York Stock Exchange, Inc.
Ordinary Shares each represented by American Depositary Shares (\$1.66 par value), Special Voting Share, GBP 1.00 par value and Trust Shares of beneficial interest in the P&O Princess Special Voting Trust	CUK	New York Stock Exchange, Inc.
1.000% Senior Notes due 2029	CUK29	New York Stock Exchange LLC

Indicate by check mark whether the registrants are emerging growth companies 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 companies

If emerging growth companies, indicate by check mark if the registrants have 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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On January 17, 2023, Richard J. Glasier announced he will not stand for re-election to the Boards of Directors of Carnival Corporation and Carnival plc (together, the “Companies”) at the next Annual Shareholders Meetings, which are expected to take place in April 2023.

Item 7.01 Regulation FD.

A copy of the Companies’ press release announcing Mr. Glasier’s announcement not to stand for re-election is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be incorporated by reference into future filings under the Securities Act of 1933, as amended, or the Exchange Act, unless it is specifically incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1 Press release dated January 18, 2023](#)

104 Exhibit 104 Cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101)

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/ Enrique Miguez
Name: Enrique Miguez
Title: General Counsel
Date: January 18, 2023

Carnival plc

By: /s/ Enrique Miguez
Name: Enrique Miguez
Title: General Counsel
Date: January 18, 2023



Carnival Corporation & plc Announces Richard J. Glasier will not seek re-election

MIAMI (Jan. 18, 2023) – [Carnival Corporation & plc](#) (NYSE/LSE: CCL; NYSE: CUK), the world's largest cruise company, announced that Richard J. Glasier has decided he will not stand for re-election to the Boards of Directors of Carnival Corporation and Carnival plc at the 2023 Annual Meetings of Shareholders in April 2023. Glasier has served as independent director on the companies' Boards since 2004.

“Our sincere gratitude to Richard for being an enduring source of wisdom and guidance throughout the past two decades,” said Micky Arison, Chair of the Boards of Directors of Carnival Corporation & plc. “He has been a steadfast advisor on matters related to our business operations, governance and sustainability. We are grateful for his many contributions in several essential roles throughout his tenure on the Boards.”

Glasier’s decision follows the previously announced addition to the Boards of new member Sara Mathew, retired Chair, President, and Chief Executive Officer of Dun & Bradstreet Corp. (DNB), and the retirements of long-time Board member and former President and CEO Arnold Donald and Board member Sir John Parker. With today’s announcement, Carnival Corporation & plc's Boards will be comprised of eleven members as of April 2023, nine of whom are independent directors, four of whom are female and one of whom is ethnically diverse.

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About Carnival Corporation & plc

Carnival Corporation & plc is one of the world's largest leisure travel companies with a portfolio of world-class cruise lines. With operations in North America, Australia, Europe and Asia, its portfolio features Carnival Cruise Line, Princess Cruises, Holland America Line, Seabourn, P&O Cruises (Australia), Costa Cruises, AIDA Cruises, P&O Cruises (UK) and Cunard.

Additional information can be found on www.carnivalcorp.com, www.carnival.com, www.princess.com, www.hollandamerica.com, www.seabourn.com, www.pocruises.com.au, www.costacruise.com, www.aida.de, www.pocruises.com and www.cunard.com.

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