

CARNIVAL CORP
Form 8-K
January 07, 2014

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 6, 2014

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

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

Republic of Panama
(State or other jurisdiction
of incorporation)

England and Wales
(State or other jurisdiction
of incorporation)

001-9610
(Commission File Number)

001-15136
(Commission File Number)

59-1562976
(IRS Employer
Identification No.)

98-0357772
(IRS Employer
Identification No.)

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

Carnival House
5 Gainsford Street

United States of America

London SE1 2NE

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(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.)

United Kingdom
(Address of principal
executive offices)

(Zip Code)

011 44 20 7940 5381

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

(b)

Pier Luigi Foschi, a member of the Boards of Directors of Carnival Corporation and Carnival plc (together, the Companies), Chairman of Costa Crociere, S.p.A. and Chairman and Chief Executive Officer of Carnival Asia, a division of Carnival plc, notified the Companies on January 6, 2014 that he will be retiring from the Boards of Directors effective January 6, 2014 and from employment with the Companies which concluded November 30, 2013.

(e)

On January 6, 2014, the Companies, along with Costa Crociere, S.p.A. and Carnival Asia (collectively, Carnival) entered into a Mutual Separation and Settlement Agreement (the Settlement Agreement) with Mr. Foschi. The Settlement Agreement provides for, among other things, non-competition, non-solicitation, and confidentiality covenants as well as a general waiver of claims against Carnival, its affiliates, officers and directors by Mr. Foschi. Carnival Corporation will pay Mr. Foschi 1,000,000 in consideration for his waiver of claims and 250,000 in consideration for the non-competition and non-solicitations obligations provided for in the Settlement Agreement.

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: Senior Vice President,
General Counsel &
Secretary

Date: January 7, 2014

CARNIVAL plc

By: /s/ Arnaldo Perez
Name: Arnaldo Perez
Title: Senior Vice President,
General Counsel &
Company Secretary

Date: January 7, 2014