

CARNIVAL CORP
Form SC 13D/A
March 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. 16)*

Carnival Corporation
Carnival plc

(Name of Issuer)

Common Stock, par value \$0.01 per share, of Carnival Corporation
Special Voting Share of Carnival plc
Trust Shares (representing beneficial interests in the P&O Princess Special Voting Trust)

(Title of Class of Securities)

Common Stock: 143658 10 2 and 143658 30 0**
Special Voting Share: G7214F 12 2
Trust Shares: 143658 30 0**

(CUSIP Number)

Arnaldo Perez, Esq.
General Counsel
Carnival Corporation
3655 N.W. 87th Avenue
Miami, Florida 33178-2428
(305) 599-2600

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 24, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** The Common Stock and the Trust Shares trade together under CUSIP Number 143658 30 0. See Items 1 and 4 of this Schedule 13D for additional information.

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TAMMS MANAGEMENT CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 32,439

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
 EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH

-0-

10 SHARED DISPOSITIVE POWER

32,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MA 1994 B SHARES, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 97,940,860

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 97,940,860

WITH 10 SHARED DISPOSITIVE POWER

-0-

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,940,860

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.5%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MA 1994 B SHARES, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 97,940,860

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 97,940,860

WITH 10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,940,860

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,940,860

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.5%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MICKY ARISON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 104,642,691

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 37,580,930

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 98,060,860

WITH 10 SHARED DISPOSITIVE POWER

44,162,761

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

142,223,621

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.0%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

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1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JMD DELAWARE, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY

EACH -0-

REPORTING 9 SOLE DISPOSITIVE POWER
 PERSON WITH

-0-

10 SHARED DISPOSITIVE POWER

6,581,831

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,581,831

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.1%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JAMES M. DUBIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 1,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

EACH 48,338,245

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON 1,000

WITH 10 SHARED DISPOSITIVE POWER

54,920,076

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,921,076

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.3%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ARTSFARE 2005 TRUST No. 2

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

37,580,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,580,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KNIGHT PROTECTOR, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 48,338,245

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
 EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH

-0-

10 SHARED DISPOSITIVE POWER

48,338,245

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,338,245

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.2%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SUNTRUST DELAWARE TRUST COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

38,230,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,230,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ARTSFARE 2003 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

-0-

8 SHARED VOTING POWER

900,000

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

932,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

932,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
 Stock: 143658 10 2 and 143658
 30 0,
 Special Voting Share: G7214F 12
 2, Trust Shares: 143658 30 0

SCHEDULE 13D

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MBA I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY
 EACH

900,000

9 SOLE DISPOSITIVE POWER

REPORTING
 PERSON
 WITH

10 SHARED DISPOSITIVE POWER

900,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

900,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN o
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common
Stock: 143658 10 2 and 143658
30 0,
Special Voting Share: G7214F 12
2, Trust Shares: 143658 30 0

SCHEDULE 13D

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN J. O'NEIL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH