

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

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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

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(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)

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(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\*\*

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(CUSIP Number)

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

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

March 24, 2014

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(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.

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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 -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 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

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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-

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

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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

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

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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

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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

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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  
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

EACH REPORTING PERSON

-0-

9 SOLE DISPOSITIVE POWER

WITH

-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

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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  
 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

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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

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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  
 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

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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 -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY  
 900,000

9 SOLE DISPOSITIVE POWER

OWNED BY  
 EACH

10 SHARED DISPOSITIVE POWER

REPORTING  
 PERSON

WITH  
 900,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

900,000

900,000

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

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  
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

EACH REPORTING PERSON WITH

48,338,245

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

48,747,162

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,747,162

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

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

8.1%

14 TYPE OF REPORTING PERSON

IN

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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

VERUS PROTECTOR, LLC

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  
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF  
 SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY  
 EACH

37,580,930

9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH  
 -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

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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

RICHARD L. KOHAN

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  
 SHARES  
 BENEFICIALLY

1,000  
 8 SHARED VOTING POWER

OWNED BY  
 EACH

37,581,930  
 9 SOLE DISPOSITIVE POWER

REPORTING  
 PERSON  
 WITH

1,000  
 10 SHARED DISPOSITIVE POWER

37,581,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,582,930

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

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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The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Management Corporation (“TAMMS Corp.”), MA 1994 B Shares, L.P. (“B Shares, L.P.”), MA 1994 B Shares, Inc. (“B Shares, Inc.”), Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, Artsfare 2003 Trust, MBA I, L.P., John J. O’Neil, Verus Protector, LLC and Richard L. Kohan (collectively, the “Reporting Persons”). This Amendment No. 16 is being filed because the number of Shares beneficially owned by the Reporting Persons has decreased by an amount in excess of one percent of the total number of Shares outstanding. This Schedule 13D is hereby amended as follows:

Item 1. Security and Issuer

No material change.

Item 2. Identity and Background

No material change.

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. Purpose of Transaction

On January 21, 2014, Nickel 2003 Revocable Trust, a trust for the benefit of Mr. Arison and his family, delivered 28,216 Shares to Carnival Corporation to satisfy the tax obligation on the vesting of restricted stock granted in 2011.

On February 28, 2014, MA 1994 B Shares L.P. and Nickel 97A-B Trust, a trust for the benefit of Micky Arison and his family members, sold 2,000,000 and 3,000,000 Shares, respectively, in broker’s transactions.

On February 28, 2014, MA 1994 B Shares L.P. and certain trusts for the benefit of Micky Arison and his family entered into a sales plan under Rule 10b5-1 for the sale of up to 5,000,000 Shares, in the aggregate, in open market transactions (the “Sales Plan”). From March 20, 2014 through March 24, 2014, an aggregate amount of 1,202,425 Shares beneficially owned by Micky Arison (including 697,983 shares beneficially owned by MA 1994 B Shares, L.P.) were sold pursuant to the Sales Plan. In the future, similar sales plans to sell Shares beneficially owned by the Reporting Persons under Rule 10b5-1 may be effected.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:





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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All ownership percentages set forth herein assume that there are 592,239,644 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Annual Report on Form 10-K for the year ended November 30, 2013 filed with the SEC on January 29, 2014.

(a) and (b)(i)

(i) TAMMS Corp. may be deemed to beneficially own all of the 32,439 Shares (approximately 0.0% of the total number of Shares outstanding) it directly holds. TAMMS Corp. has sole voting and shared dispositive power with respect to such Shares.

(ii) B Shares, L.P. beneficially owns an aggregate of 97,940,860 Shares (approximately 16.5% of the total number of Shares outstanding), which it holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.

(iii) B Shares, Inc. beneficially owns an aggregate of 97,940,860 Shares (approximately 16.5% of the total number of Shares outstanding), by virtue of being the general partner of B Shares, L.P. B Shares, Inc. has sole voting and dispositive power with respect to all such Shares.

(iv) Micky Arison beneficially owns an aggregate of 142,223,621 Shares (approximately 24.0% of the total number of Shares outstanding), 4,218,590 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 2003 Revocable Trust, 408,917 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 97-07 Trust, 97,940,860 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the Nickel 1994 "B" Trust, 37,580,930 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the last will of Ted Arison, dated July 8, 1999, 442,307 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for Nickel 2009 GRAT, a grantor retained annuity trust for his benefit (the "GRAT"), 1,512,017 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the instruments for several trusts for the benefit of his children, and 120,000 Shares of which are underlying vested options which he holds directly. Micky Arison has shared dispositive and voting power with respect to the 37,580,930 Shares held by the Artsfare 2005 Trust No. 2. Micky Arison has sole voting and dispositive power with respect to the 97,940,860 Shares indirectly held by the Nickel 1994 "B" Trust and the 120,000 Shares underlying vested options. Micky Arison has sole voting and shared dispositive power with respect to the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 408,917 Shares held by the Nickel 97-07 Trust, the 442,307 Shares held by the GRAT and the 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Micky Arison is deemed to be the beneficial owner of the 120,000 Shares underlying vested options and the 442,307 Shares held by the GRAT.

(v) JMD Delaware, Inc. beneficially owns an aggregate of 6,581,831 Shares (approximately 1.1% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 2003 Revocable Trust, a co-trustee of the

Nickel 97-07 Trust, and the trustee of the

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CUSIP No. Common

SCHEDULE 13D

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Stock: 143658 10 2 and 143658

30 0,

Special Voting Share: G7214F 12

2, Trust Shares: 143658 30 0

GRAT and various trusts for the benefit of Mr. Arison's children. JMD Delaware, Inc. has shared dispositive power with respect to the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 408,917 Shares held by the Nickel 97-07 Trust, the 442,307 Shares held by the GRAT and 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, JMD Delaware, Inc. may be deemed to beneficially own such Shares for which it expresses voting and/or dispositive power. JMD Delaware, Inc. disclaims beneficial ownership of all such Shares.

(vi) James M. Dubin beneficially owns an aggregate of 54,921,076 Shares (approximately 9.3% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 54,920,076 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and a fifty-percent shareholder of Knight Protector, Inc. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has shared voting and dispositive power with respect to 48,338,245 Shares held by Eternity Four Trust. Mr. Dubin has shared dispositive power with respect to the 408,917 Shares held by the Nickel 97-07 Trust, the 4,218,590 Shares held by the Nickel 2003 Revocable Trust, the 442,307 Shares held by the GRAT and the 1,512,017 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, Mr. Dubin may be deemed to beneficially own such Shares for which he exercises voting and/or dispositive power. Mr. Dubin disclaims beneficial ownership of all such Shares, except for the 1,000 Shares he holds directly.

(vii) Artsfare 2005 Trust No. 2 beneficially owns the 37,580,930 Shares for which it exercises shared dispositive power (approximately 6.3% of the total number of Shares outstanding).

(viii) Knight Protector, Inc. beneficially owns an aggregate of 48,338,245 Shares (approximately 8.2% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust. Knight Protector, Inc. has shared dispositive power and sole voting power with respect to 48,338,245 Shares held by Eternity Four Trust.

(ix) SunTrust Delaware Trust Company beneficially owns 38,230,930 Shares (approximately 6.5% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 2005 Trust No. 2 and Dozer Trust. SunTrust Delaware Trust Company has shared dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No. 2 and the 650,000 Shares held by Dozer Trust. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.

(x) Artsfare 2003 Trust beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 of which it holds beneficially by virtue of its interest in MBA I, L.P. and 32,439 of which it holds beneficially as sole stockholder of TAMMS Corp. Artsfare 2003 Trust has shared voting and dispositive power with respect to the 900,000 Shares held by MBA I, L.P. and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.



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- (xi) MBA I, L.P. beneficially owns an aggregate of 900,000 Shares (approximately 0.1% of the total number of Shares outstanding), which Shares it holds directly. MBA I, L.P. has shared voting and dispositive power over all such Shares.
- (xii) John J. O'Neil beneficially owns an aggregate of 48,747,162 Shares (approximately 8.1% of the total number of Shares outstanding) by virtue of being the sole shareholder of JJO Delaware, Inc., a co-trustee of the Nickel 97-07 Trust, and a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to 48,338,245 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 408,917 Shares held by the Nickel 97-07 Trust. Accordingly, Mr. O'Neil may be deemed to beneficially own such Shares for which he exercises shared voting and/or dispositive power. Mr. O'Neil disclaims beneficial ownership of all such Shares.
- (xiii) Verus Protector, LLC beneficially owns an aggregate of 37,580,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the protector of Artsfare 2005 Trust No.2. Verus Protector, LLC has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2.
- (xiv) Richard L. Kohan beneficially owns an aggregate of 37,582,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the sole member of Verus Protector, LLC, and owning 1,000 Shares indirectly and 1,000 Shares directly. Mr. Kohan has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2. Mr. Kohan has shared voting and dispositive power with respect to the 1,000 Shares held by his wife and sole voting and dispositive power with respect to the 1,000 Shares he holds directly.
- (xv) The Reporting Persons, as a group, beneficially own an aggregate of 191,827,305 Shares (approximately 32.4% of the total number of Shares outstanding). The Reporting Persons, as a group, have sole voting and dispositive power over all such Shares, except for Shares held by Eternity Four Trust over which Citigroup Institutional Trust Company exercises shared dispositive power, and except for Shares held by Dozer Trust, of which SunTrust Delaware Trust Company is the trustee, over which an Investment Direction Advisor exercises sole voting power and shared dispositive power.
- (c) During the past 60 days (i) MA 1994 B Shares L.P. and Nickel 97A-B Trust, a trust for the benefit of Micky Arison and his family members, sold 2,000,000 and 3,000,000 Shares, respectively, in broker's transactions at a price of \$39.50 per Share, and (ii) MA 1994 B Shares, L.P., and Nickel 2003 Revocable Trust and Nickel 97-07 Trust, both trusts for the benefit of Micky Arison and his family, sold Shares in open market transactions on the New York Stock Exchange pursuant to the Sales Plan as noted in Schedule I, which is incorporated by reference in its entirety to this Item 5(c). Except as set forth in this paragraph (c), to the best knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Shares during the past 60 days.



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(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is amended and supplemented as follows by incorporating by reference the information set forth in Item 4 above.

Item 7. Material to be Filed as Exhibits

The following exhibits have been filed with this Schedule 13D/A.

Exhibit 41 Joint Filing Agreement, dated as of March 26, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan.

The Power of Attorney filed for Verus Protector, LLC and Richard L. Kohan as an exhibit to Amendment No. 13 to Schedule 13D filed on July 16, 2012, the Power of Attorney filed for SunTrust Delaware Trust Company as an exhibit to the Form 4 for Artsfare 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005 and the Powers of Attorney filed for the other signatories hereto as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: March 26, 2014

TAMMS MANAGEMENT CORPORATION  
MA 1994 B SHARES, L.P.  
MA 1994 B SHARES, INC.  
MICKY ARISON  
JMD DELAWARE, INC.  
JAMES M. DUBIN  
ARTSFARE 2005 TRUST NO. 2  
KNIGHT PROTECTOR, INC.  
SUNTRUST DELAWARE TRUST COMPANY  
ARTSFARE 2003 TRUST  
MBA I, L.P.  
JOHN J. O'NEIL  
VERUS PROTECTOR, LLC  
RICHARD L. KOHAN

By: John J. O'Neil,  
Attorney-in-Fact

/s/ John J. O'Neil

KNIGHT  
PROTECTOR, INC.

John J. O'Neil,  
By: Authorized  
Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil  
John J. O'Neil





CUSIP No. Common                      SCHEDULE 13D  
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30 0,  
Special Voting Share: G7214F 12  
2, Trust Shares: 143658 30 0

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INDEX TO EXHIBITS

Exhibits

Exhibit 41 Joint Filing Agreement, dated as of March 26, 2014, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan.

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

SCHEDULE 13D

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## SCHEDULE I

## MA 1994 B SHARES L.P.

Date	No. of Shares Sold	Average Price Per Share
03/20/2014	17,774	\$40.0378
03/21/2014	375,255	\$40.1818
03/24/2014	304,954	\$40.0894

## NICKEL 2003 REVOCABLE TRUST

Date	No. of Shares Sold	Average Price Per Share
03/20/2014	9,548	\$40.0378
03/21/2014	201,593	\$40.1818
03/24/2014	163,825	\$40.0894

## NICKEL 97-07 TRUST

Date	No. of Shares Sold	Average Price Per Share
03/20/2014	3,297	\$40.0378
03/21/2014	69,610	\$40.1818
03/24/2014	56,569	\$40.0894