SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] MATHEW SARA | | | | er Name and Ticke RNIVAL PLC | | Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|---|---------|-----------------|--|--|-----------------------------------|--|--|--|---|--|--|
| (Last) | (First) | (Middle) | | e of Earliest Transa 2/2024 | ction (Month/I | Day/Year) | | Officer (give title below) | Other below | (specify) | |
| C/O CARNIVAL CORPORATION 3655 N.W. 87TH AVENUE | | | 4. If Ar | mendment, Date of | Original Filed | (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Grou | p Filing (Check | Applicable | |
| | | | | | | | X | Form filed by On | e Reporting Per | son | |
| (Street) MIAMI | FL | 33178 | | | | | | Form filed by Mo Person | re than One Re | porting | |
| , | TL. | 55178 | Rule | e 10b5-1(c) | Transact | ion Indication | | | | | |
| (City) | (State) | (Zip) | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | |
| | | Table I - Non-I | Derivative S | ecurities Acqu | uired, Disp | oosed of, or Benet | ficially | Owned | | | |
| Date | | | . Transaction Date Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. | 4. Securities Acquired (A Disposed Of (D) (Instr. 3 5) | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial | |

| | (M | | | | | | | Owned Following Reported | (I) (Instr. 4) | Ownership (Instr. 4) |
|---|------------|--|-------------------------|---|-----------------------|---------------|-------------------|------------------------------------|----------------|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Trust Shares (beneficial Interest in Special Voting Share) ⁽¹⁾ | 04/08/2024 | | A ⁽²⁾ | | 12,141 ⁽³⁾ | Α | \$ <mark>0</mark> | 37,943 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of Deriv Secu Acqu (A) o Dispe of (D | r osed) r. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | Amount of | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--|---------------------------|--|--------------------|-----------|--|---|--|----------------------------------|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents trust shares (the "Trust Shares") of beneficial interests in P&O Princess Voting Trust (the "Trust"). In connection with the dual listed company transaction between Carnival plc (*fik/a* P&O Princess Cruises plc) and Carnival Corporation (the "DLC Transaction"), Carnival plc issued one special voting share to the Trust and, following a series of transactions, the Trust Shares were distributed to holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Since completion of the DLC Transaction on April 17, 2003, if Carnival Corporation issues Carnival Corporation (the "Carnival Corporation Common Stock"). Corporation Common Stock to a person, the Trust will issue an equivalent number of Trust Shares to such person. The Trust Shares are paired with shares of Carnival Corporation Common Stock and are represented by the same stock certificate. The Trust Shares represent a beneficial interest in the Carnival plc special voting share.

2. Grant of restricted shares made pursuant to the Carnival Corporation 2020 Stock Plan. The restriction on the shares lapses in April 2027.

3. The Boards of Directors approved a value of \$195,000 to be granted to the reporting person in the form of restricted shares. The number of restricted shares was determined by dividing the grant value by the average of the closing prices of a share of Carnival Corporation common stock over a 10-business day period ending on the date of grant, then rounding down to the nearest whole share

| | /s/ Sara Mathew | 04/10/2024 | |
|--|-----------------|------------|--|
|--|-----------------|------------|--|

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.