

CARNIVAL CORP
Form SC 13D/A
June 13, 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. 17)*

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)

June 11, 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

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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
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 32,439

SHARES BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH

-0-

REPORTING PERSON 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 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

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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
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES 95,860,246

BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER

REPORTING PERSON WITH -0-

9 SOLE DISPOSITIVE POWER

95,860,246

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,860,246

12

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

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

16.2%

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

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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
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 95,860,246

SHARES 8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY

EACH -0-

REPORTING 9 SOLE DISPOSITIVE POWER
 PERSON

WITH 95,860,246

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,860,246

12

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

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

16.2%

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

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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
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 101,058,389

SHARES BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 37,580,930

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 95,980,246

10 SHARED DISPOSITIVE POWER

42,659,073

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

138,639,319

12

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

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

23.4%

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

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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
 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 WITH

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

5,078,143

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,078,143

12

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

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

0.9%

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

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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
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 1,000

SHARES BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 44,746,847

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 1,000

10 SHARED DISPOSITIVE POWER

49,824,990

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,825,990

12

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

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

8.4%

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

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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 WITH

-0-

9 SOLE 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 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

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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 44,746,847

SHARES 8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY

-0-

EACH 9 SOLE DISPOSITIVE POWER
 REPORTING PERSON

-0-

10 SHARED DISPOSITIVE POWER

44,746,847

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,746,847

12

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

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

7.6%

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

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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
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

-0-

-0-

9 SOLE 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 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

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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 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

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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
 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 WITH

900,000

9 SOLE DISPOSITIVE POWER

-0-

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 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

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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
 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

44,746,847

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

44,769,811

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,769,811

12

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

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

7.6%

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

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-

BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

EACH REPORTING PERSON WITH

37,580,930

9 SOLE 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 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

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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
 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 37,581,930

REPORTING 9 SOLE DISPOSITIVE POWER
 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 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. 17 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 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 May 23, 2014 through June 11, 2014, an aggregate amount of 3,584,302 Shares beneficially owned by Micky Arison (including 2,080,614 shares beneficially owned by MA 1994 B Shares, L.P.) were sold pursuant to the Sales Plan.

On March 27, 2014, a sales plan was entered into under Rule 10b5-1 for the sale of up to 6,250,000 Shares, in the aggregate, in open market transactions, over which Knight Protector, Inc., James M. Dubin and John J. O’Neil have authority (the “Eternity Four Trust Sales Plan”). From May 23, 2014 through June 11, 2014, an aggregate amount of 3,591,398 Shares were sold pursuant to the Eternity Four Trust 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

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All ownership percentages set forth herein assume that there are 592,622,537 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended February 28, 2014 filed with the SEC on April 4, 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 95,860,246 Shares (approximately 16.2% 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 95,860,246 Shares (approximately 16.2% 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 138,639,319 Shares (approximately 23.4% of the total number of Shares outstanding), 3,100,855 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, 22,964 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, 95,860,246 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 95,860,246 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 3,100,855 Shares held by the Nickel 2003 Revocable Trust, the 22,964 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 5,078,143 Shares (approximately 0.9% 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

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

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GRAT and various trusts for the benefit of Mr. Arison's children. JMD Delaware, Inc. has shared dispositive power with respect to the 3,100,855 Shares held by the Nickel 2003 Revocable Trust, the 22,964 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 49,825,990 Shares (approximately 8.4% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 49,824,990 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 44,746,847 Shares held by Eternity Four Trust. Mr. Dubin has shared dispositive power with respect to the 22,964 Shares held by the Nickel 97-07 Trust, the 3,100,855 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 44,746,847 Shares (approximately 7.6% 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 44,746,847 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 44,769,811 Shares (approximately 7.6% 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 44,746,847 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 22,964 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 184,971,605 Shares (approximately 31.2% 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 The Northern Trust Company of Delaware exercises shared dispositive power with Knight Protector, Inc., James M. Dubin and John J. O'Neil, 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 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), and (ii) Shares over which Knight Protector, Inc., James M. Dubin and John J. O'Neil have power and authority were sold in open market transactions on the New York Stock Exchange pursuant to the Eternity Four Trust Sales Plan as noted in Schedule II, 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, through June 11, 2014 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 42 Joint Filing Agreement, dated as of June 13, 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: June 13, 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.

By: John J. O'Neil, Authorized
Signatory

/s/ John J. O'Neil

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

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143658 30 0,
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Shares: 143658 30 0

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INDEX TO EXHIBITS

Exhibits

Exhibit 42 Joint Filing Agreement, dated as of June 13, 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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SCHEDULE I

MA 1994 B SHARES L.P.

Date	No. of Shares Sold	Average Price Per Share
05/23/2014	1,974	\$40.03
05/27/2014	21,024	\$40.0515
05/30/2014	92,772	\$40.1083
06/02/2014	51,605	\$40.126
06/03/2014	263,842	\$40.0896
06/04/2014	257,235	\$40.1377
06/05/2014	230,038	\$40.1152
06/06/2014	328,220	\$40.3309
06/09/2014	399,110	\$40.4594
06/10/2014	176,940	\$40.1167
06/11/2014	257,854	\$40.1152

NICKEL 2003 REVOCABLE TRUST

Date	No. of Shares Sold	Average Price Per Share
05/23/2014	1,060	\$40.03
05/27/2014	11,295	\$40.0515
05/30/2014	49,838	\$40.1083
06/02/2014	27,723	\$40.126
06/03/2014	141,740	\$40.0896
06/04/2014	138,191	\$40.1377
06/05/2014	123,579	\$40.1152
06/06/2014	176,324	\$40.3309
06/09/2014	214,407	\$40.4594
06/10/2014	95,055	\$40.1167
06/11/2014	138,523	\$40.1552

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NICKEL 97-07 TRUST

Date	No. of Shares Sold	Average Price Per Share
05/23/2014	366	\$40.03
05/27/2014	3,900	\$40.0515
05/30/2014	17,209	\$40.1083
06/02/2014	9,573	\$40.126
06/03/2014	48,943	\$40.0896
06/04/2014	47,717	\$40.1377
06/05/2014	42,672	\$40.1152
06/06/2014	60,884	\$40.3309
06/09/2014	74,035	\$40.4594
06/10/2014	32,822	\$40.1167
06/11/2014	47,832	\$40.1552

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Shares: 143658 30 0

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SCHEDULE II

ETERNITY FOUR TRUST

Date	No. of Shares Sold	Average Price Per Share
05/23/2014	3,569	\$40.03
05/27/2014	35,101	\$40.0525
05/30/2014	162,808	\$40.1053
06/02/2014	87,707	\$40.1228
06/03/2014	450,016	\$40.09
06/04/2014	452,274	\$40.1394
06/05/2014	394,790	\$40.1142
06/06/2014	574,100	\$40.3327
06/09/2014	685,269	\$40.4572
06/10/2014	300,831	\$40.1145
06/11/2014	444,933	\$40.1559
