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P&O PRINCESS CRUISES PLC
Form SC TO-T/A
March 14, 2003

As filed with the Securities and Exchange Commission on March 14, 2003

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2 TO
SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

P&O PRINCESS CRUISES PLC
(Name of Subject Company)

CARNIVAL CORPORATION
(Name of Filing Person)

Ordinary Shares of 50 Cents each
American Depositary Shares
(Title of Class of Securities)

G7214F106: Ordinary Shares
693070104: American Depositary Shares
(CUSIP Number of Class of Securities)

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

with a copy to

Mark S. Bergman, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Alder Castle, 10 Noble Street
London EC2V 7JU
+44 (0) 20 7367 1600

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Bidder)

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer. Check the appropriate boxes
below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the

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results of the tender offer: []

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed on January 10, 2003, as first amended on February 25, 2003, by Carnival Corporation ("Carnival"), a Panamanian corporation (as amended, the "Schedule TO"). The Schedule TO relates to the offer by Carnival to exchange 0.3004 shares of Carnival common stock for each ordinary share of P&O Princess Cruises plc ("P&O Princess") tendered and 1.2016 shares of Carnival common stock for each P&O Princess ADS tendered, up to, in aggregate, 20% of the outstanding shares of P&O Princess upon the terms and subject to the conditions set forth in the Partial Share Offer document, dated March 17, 2003 (the "Partial Share Offer document"), a copy of which is attached hereto as Exhibit (a)(1)(A), and in the related Letter of Transmittal, a copy of which is attached hereto as Exhibit (a)(1)(B) (which, together with the Partial Share Offer document, as amended or supplemented from time to time, constitute the "Partial Share Offer").

ITEMS 1-11.

The information in the Partial Share Offer, including all schedules and annexes thereto, is incorporated herein by reference in response to each of the Items 1 through 11 of this Schedule TO, and is supplemented by the information specifically provided herein.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.

The (i) current principal occupation or employment and the name, principal business and address of any corporation or other organization in which the employment or occupation is conducted and (ii) material occupations, positions, offices or employment during the last five years giving the starting and ending dates of each and the name, principal business and address of any corporation or other organization in which the occupation, position, office or employment was carried on for each executive officer and director of Carnival as set forth in Schedule 1 filed on January 10, 2003 are incorporated herein by reference.

Except as otherwise set forth in the Partial Share Offer, during the last five years, none of Carnival, or to the best knowledge of Carnival, none of the executive officers, directors, or controlling persons of Carnival (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of such laws.

ITEM 12. EXHIBITS.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|-------------|
|-------------------|-------------|

| | |
|-----------|---|
| (a)(1)(A) | Form of Partial Share Offer document, dated March 17, 2003 (incorporated by reference from Carnival's and P&O Princess' Amendment No. 2 to the Registration Statement on Form S-4/F-4 (Reg. No. 333-102443) filed with the SEC on March 14, 2003 (the "Form S-4/F-4")). |
|-----------|---|

| | |
|-----------|--|
| (a)(1)(B) | Form of Letter of Transmittal (incorporated by reference to Exhibit 99.1 of the Form |
|-----------|--|

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S-4/F-4).

(a) (1) (D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees (incorporated by reference to Exhibit 99.2 of the Form S-4/F-4).

(a) (1) (E) Form of Letter to Clients (incorporated by reference to Exhibit 99.3 of the Form S-4/F-

(a) (1) (F) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Fo
W-9 (incorporated by reference to Exhibit 99.4 of the Form S-4/F-4).

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(a) (1) (G) Summary Advertisement (incorporated by reference to Exhibit 99.6 of the Form S-4/F-4).

(b) Not applicable.

(c) Opinion of Tapia Linares Y Alfaro (incorporated by reference to Exhibit 5.1 of the Form
S-4/F-4).

(d) Offer and Implementation Agreement, dated 8 January 2003, between Carnival
Corporation and P&O Princess Cruises plc (incorporated by reference to Exhibit 2.1 of
the Form S-4/F-4).

(e) None.

(f) Not applicable.

(g) Not applicable.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that
the information set forth in this statement is true, complete and correct.

Dated: March 11, 2003

CARNIVAL CORPORATION

By: /s/ Arnaldo Perez

Name: Arnaldo Perez
Title: Senior Vice
President, General
Counsel and Secretary

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EXHIBIT INDEX

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