## CARNIVAL CORP

Form FWP
October 09, 2013

# Final Term Sheet 

October 9, 2013

## Filed Pursuant to Rule 433

Registration Nos. 333-179936
and 333-179936-01

## CARNIVAL CORPORATION

## FINAL TERM SHEET

Dated: October 9, 2013

Issuer:
Guarantor:
Security:
Size:
Maturity:
Coupon:
Coupon Payment Dates:

Yield to Maturity:
Spread to Benchmark Treasury:
Benchmark Treasury:
Benchmark Treasury Price and Yield:
Optional Redemption:

Carnival Corporation (the Company )
Carnival plc
3.950\% Senior Notes Due 2020
\$700,000,000
October 15, 2020
$3.950 \%$ per year, accruing from October 15, 2013
April 15 and October 15, commencing on April 15, 2014
3.993\%

195 basis points
UST $2.000 \%$ due September 30, 2020
99-23; 2.043\%
As a whole at any time or in part from time to time, at the Company s option, at a redemption price equal to the greater of (i) $100 \%$ of the principal amount of the $3.950 \%$ Senior Notes Due 2020 to be redeemed and (ii) the sum of the present values of the Remaining Scheduled Payments, as defined in the Final Prospectus, discounted to the redemption date, on a semi-annual basis, assuming a 360 day year consisting of twelve 30 day months, at the Treasury Rate, as defined in the Final Prospectus, plus 30 basis points, plus, in each case, accrued interest to the date of redemption that has not been paid.

Change of Control Provisions:

Price to Public:

If a Change of Control, as defined in the Final Prospectus, occurs that is accompanied by a Rating Downgrade, as defined in the Final Prospectus with respect to the Debt Securities, and the rating of the Debt Securities is not subsequently upgraded within the Change of Control Period, as defined in the Final Prospectus, the Company will be required to make an offer to purchase the Debt Securities at a price equal to $101 \%$ of their principal amount, plus accrued and unpaid interest to the date of repurchase.
99.740\%

Trade Date:
Settlement Date:
CUSIP / ISIN:
Joint Book-Running Managers:

BBVA Securities Inc.

Deutsche Bank Securities Inc.

Mitsubishi UFJ Securities (USA), Inc.

## Conflicts of Interest:

SMBC Nikko Securities America, Inc.
Because more than 5\% of the net proceeds from this offering will be used to repay indebtedness owed to at least one of the underwriters or its affiliates, this offering is conducted in compliance with the applicable requirements of FINRA Rule 5121.
The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC at (212) 834-4533 (collect), Merrill Lynch, Pierce, Fenner \& Smith Incorporated toll-free at (800) 294-1322 and Wells Fargo Securities, LLC toll-free at (800) 326-5897.

