

CARNIVAL CORP
Form SC 13D/A
December 08, 2015

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

Schedule 13D
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. 21)*

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)

December 1, 2015

(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. ☐

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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, SCHEDULE 13D Page 2 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

32,439

NUMBER OF
 SHARES

8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON
 WITH

-0-

9 SOLE DISPOSITIVE POWER

-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, SCHEDULE 13D Page 3 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

85,736,445

NUMBER OF
 SHARES 8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH -0-

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 85,736,445

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

85,736,445

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

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

14.5%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 4 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) o
 (b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS o
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

85,736,445

NUMBER OF
 SHARES

8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON
 WITH

-0-

9 SOLE DISPOSITIVE POWER

85,736,445

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

85,736,445

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

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

14.5%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 5 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

90,657,667

NUMBER OF
 SHARES

8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON
 WITH

35,465,423

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

126,123,090

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

126,123,090

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

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

21.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 6 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JMD DELAWARE, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o
 (b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS o
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
 SHARES 8 SHARED VOTING POWER

BENEFICIALLY -0-

OWNED BY EACH
 REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH -0-

10 SHARED DISPOSITIVE POWER

87,419,457

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,419,457

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

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

14.8%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 7 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) o
 (b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS o
 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 -0-
 REPORTING PERSON 9 SOLE DISPOSITIVE POWER
 WITH

1,000
 10 SHARED DISPOSITIVE POWER

90,657,667

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

90,658,667

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

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

15.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 8 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

-0-

NUMBER OF
 SHARES 8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH -0-

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH -0-

10 SHARED DISPOSITIVE POWER

35,465,423

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,465,423

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

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

6.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 9 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

1 NAME OF REPORTING PERSON OR
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SENTINEL PROTECTOR, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
 (b) ☒ x

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

28,864,216

NUMBER OF
 SHARES 8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH -0-

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH -0-

10 SHARED DISPOSITIVE POWER

28,864,216

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,864,216

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

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

4.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 10 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

-0-

NUMBER OF
 SHARES

8 SHARED VOTING POWER

-0-

BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON
 WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

36,065,423

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,065,423

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

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

6.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 11 of 22
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

2,115,507

NUMBER OF
SHARES 8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH

900,000

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH

2,115,507

10 SHARED DISPOSITIVE POWER

932,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,047,946

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

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

0.5%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 12 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

-0-

NUMBER OF
 SHARES

8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY 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, SCHEDULE 13D Page 13 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

-0-

NUMBER OF
 SHARES 8 SHARED VOTING POWER

-0-

BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON 9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 14 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

-0-

NUMBER OF
 SHARES 8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH 35,465,423

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH
 -0-

10 SHARED DISPOSITIVE POWER

35,465,423

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,465,423

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

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

6.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 15 of 22
 Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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) ☒ x

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

1,000

NUMBER OF
 SHARES 8 SHARED VOTING POWER

BENEFICIALLY
 OWNED BY EACH 35,465,423

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
 WITH

1,000

10 SHARED DISPOSITIVE POWER

40,386,645

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,388,645

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

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

6.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 16 of 22
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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, LLC, James M. Dubin, Artsfare 2005 Trust No. 2, Sentinel Protector, LLC, 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. 21 is being filed to reflect an exit filing by Sentinel Protector, LLC and John J. O'Neil. This Schedule 13D is hereby amended as follows:

Item 1. Security and Issuer

No material change.

Item 2. Identity and Background

On December 1, 2015, John J. O'Neil was replaced as the sole member of Sentinel Protector, LLC. As a result, John J. O'Neil is no longer the beneficial owner of any Shares and Sentinel Protector, LLC ceased to be in a group with the Reporting Persons.

John J. O'Neil and Sentinel Protector, LLC will cease to be Reporting Persons after this filing and, accordingly, this is an exit filing for such persons.

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. Purpose of Transaction

Not applicable.

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, SCHEDULE 13D Page 17 of 22
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

All ownership percentages set forth herein assume that there are 590,110,489 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended August 31, 2015 filed with the SEC on October 2, 2015.

(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 85,736,445 Shares (approximately 14.5% 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 85,736,445 Shares (approximately 14.5% 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 126,123,090 Shares (approximately 21.4% of the total number of Shares outstanding), 3,238,210 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, 85,736,445 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, 35,465,423 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, and 1,683,012 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. Micky Arison has shared dispositive and voting power with respect to the 35,465,423 Shares held by the Artsfare 2005 Trust No. 2. Micky Arison has sole voting and shared dispositive power with respect to the 85,736,445 Shares indirectly held by the Nickel 1994 "B" Trust, the 3,238,210 Shares held by the Nickel 2003 Revocable Trust and the 1,683,012 Shares held by trusts for the benefit of Mr. Arison's children.

(v) JMD Delaware, LLC beneficially owns an aggregate of 87,419,457 Shares (approximately 14.8% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 1994 "B" Trust and a distribution adviser of various trusts for the benefit of Mr. Arison's children. JMD Delaware, LLC has shared dispositive power with respect to the 85,736,445 Shares indirectly held by the Nickel 1994 "B" Trust and the 1,683,012 Shares held by trusts for the benefit of Mr. Arison's children. Accordingly, JMD Delaware, LLC may be deemed to beneficially own such Shares for which it exercises voting and/or dispositive power. JMD Delaware, LLC disclaims beneficial ownership of all such Shares.

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D Page 18 of 22
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

(vi) James M. Dubin beneficially owns an aggregate of 90,658,667 Shares (approximately 15.4% of the total number of Shares outstanding), 1,000 Shares of which he holds directly, 87,419,457 Shares with respect to which he has a beneficial interest by virtue of being the sole member of JMD Delaware, LLC and 3,238,210 Shares with respect to which he has a beneficial interest by virtue of being a trustee of the Nickel 2003 Revocable Trust. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has shared dispositive power with respect to the 3,238,210 Shares held by the Nickel 2003 Revocable Trust, the 85,736,445 Shares indirectly held by the Nickel 1994 "B" Trust and the 1,683,012 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 35,465,423 Shares for which it exercises shared dispositive power (approximately 6.0% of the total number of Shares outstanding).

(viii) Sentinel Protector, LLC beneficially owns an aggregate of 28,864,216 Shares (approximately 4.9% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust. Sentinel Protector, LLC has shared dispositive power and sole voting power with respect to 28,864,216 Shares held by Eternity Four Trust. As a result of John J. O'Neil being replaced as the sole member of Sentinel Protector, LLC, as described under Item 2, Sentinel Protector, LLC has ceased to be a group member with the Reporting Persons.

(ix) SunTrust Delaware Trust Company beneficially owns 36,065,423 Shares (approximately 6.1% 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 35,465,423 Shares held by Artsfare 2005 Trust No. 2 and the 600,000 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 3,047,946 Shares (approximately 0.5% of the total number of Shares outstanding), 2,115,507 of which it directly holds, 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 sole voting and dispositive power with respect to the 2,115,507 Shares it directly holds, 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) As a result of John J. O'Neil being replaced as the sole member of Sentinel Protector, LLC, as described under Item 2, John J. O'Neil no longer beneficially owns any Shares.
- (xiii) Verus Protector, LLC beneficially owns an aggregate of 35,465,423 Shares (approximately 6.0% 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 35,465,423 Shares held by Artsfare 2005 Trust No. 2.
- (xiv) Richard L. Kohan beneficially owns an aggregate of 40,388,645 Shares (approximately 6.8% of the total Shares outstanding), by virtue of being the sole member of Verus Protector, LLC, a trustee of Nickel 2003 Revocable Trust, the sole member of KLR, LLC (which acts as a distribution adviser for various trusts for the benefit of Mr. Arison's children), and owning 1,000 Shares indirectly and 1,000 Shares directly. Mr. Kohan has shared voting and dispositive power with respect to the 35,465,423 Shares held by Artsfare 2005 Trust No. 2. Mr. Kohan has shared dispositive power with respect to the 3,238,210 Shares held by the Nickel 2003 Revocable Trust and the 1,683,012 Shares held by trusts for the benefit of Mr. Arison's children. 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 129,774,036 Shares (approximately 22.0% 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 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 various trusts for the benefit of Mr. Arison's children holding 1,683,012 Shares were decanted and the Shares held by such trusts were transferred to new trusts for the benefit of Mr. Arison's children. As described above, the Shares are beneficially owned by Mr. Arison, JMD Delaware, LLC, Mr. Dubin and Mr. Kohan. 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 this 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 47 Joint Filing Agreement, dated as of December 8, 2015, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, JMD Delaware, LLC, James M. Dubin, Artsfare 2005 Trust No. 2, Sentinel Protector, LLC, 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 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, Sentinel Protector, LLC, SunTrust Delaware Trust Company, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan as an exhibit to Amendment No. 20 to Schedule 13D filed on February 24, 2015 is hereby incorporated herein by reference.

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Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

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: December 8, 2015

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

By: Loretta A. Ippolito, Attorney-in-Fact

/s/ Loretta A. Ippolito

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Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0

INDEX TO EXHIBITS

Exhibits

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