

P&O PRINCESS CRUISES PLC  
Form POS AM  
April 15, 2003

333-12626

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

POST-EFFECTIVE AMENDMENT TO

FORM F-6  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933  
For American Depositary Shares Evidenced by American Depositary Receipts

-----

P & O PRINCESS CRUISES PLC

(Exact name of issuer of deposited securities as specified in its charter)

n/a  
(Translation of issuer's name into English)

-----

England and Wales  
(Jurisdiction of Incorporation or organization of Issuer)

-----

JPMORGAN CHASE BANK  
(Exact name of depositary as specified in its charter)  
1 Chase Manhattan Plaza, New York, New York 10081  
Tel. No.: (212) 552-4944

(Address, including zip code, and telephone number of depositary's principal offices)

-----

CT Corporation System  
111 Eighth Avenue, 13th Floor  
New York, New York 10011  
(212) 894-8600  
(Address, including zip code, and telephone number of agent for service)

Edgar Filing: P&O PRINCESS CRUISES PLC - Form POS AM

-----

With copies to:

Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, 44th Floor  
New York, New York 10022

It is proposed that this filing become effective under Rule 466

immediately upon filing  on April 21, 2003 at 8:30 a.m.

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of Carnival plc	N/A	N/A	N/A	N/A

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

Edgar Filing: P&O PRINCESS CRUISES PLC - Form POS AM

The Prospectus consists of the form of American Depositary Receipt ("ADR") included as Exhibit A to the form of Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

3

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

Item Number and Caption -----	Location in Form of ADR Filed Herewith as Prospectus -----
1. Name of depository and address of its principal executive office	Face, introductory paragraph and final sentence on face.
2. Title of ADR and identity of deposited securities	Face, top center and introductory paragraph
Terms of Deposit	
(i) The amount of deposited securities represented by one unit of ADRs	Face, upper right corner and introductory paragraph
(ii) The procedure for voting, if any, the deposited securities	Reverse, paragraph (3)
(iii) The collection and distribution of dividends	Face, paragraphs (4), (5) and (8); Reverse, paragraph (1)
(iv) The transmission of notices, reports and proxy soliciting material	Face, paragraph (11); Reverse, paragraphs (3) and (5)
(v) The sale or exercise of rights	Face, paragraphs (4) and (7); Reverse, paragraph (1)

Edgar Filing: P&O PRINCESS CRUISES PLC - Form POS AM

- |       |   |  |
|-------|---|--|
| (vi)  | The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face, paragraphs (3) and (7);<br>Reverse, paragraphs (1) and (4) |
| (vii) | Amendment, extension or termination of the deposit agreement                                  | Reverse, paragraphs (9) and (10) (no provision for extension)    |

I-1

Item Number and Caption -----	Location in Form of ADR Filed Herewith as Prospectus -----
(viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the lists of holders of ADRs	Reverse, paragraph (5)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face, paragraphs (1), (2), (4) and (5)
(x) Limitation upon the liability of the Depositary and/or the Company	Reverse, paragraph (7)
3. Description of all fees and charges which may be imposed directly or indirectly against the holders of ADRs	Face, paragraph (8)

Item 2. AVAILABLE INFORMATION

Item Number and Caption -----	Location in Form of ADR Filed Herewith as Prospectus -----
2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission	Face, paragraph (11)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) Form of Amended and Restated Deposit Agreement dated as of April , 2003 among Carnival PLC, JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement").

(b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.

(c) Any material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - None.

(d) Opinion of counsel to the Depositary, as to the legality of the securities to be registered. \*

(e) Certification under Rule 466.

(f) Powers of Attorney - None.

-----

\*Previously filed

Item 4. UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

II-1

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 14, 2003.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, in its capacity as  
Depositary

By: /s/ Jordana Chutter

-----  
Name: Jordana Chutter  
Title: Vice President

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, P & O Princess Cruises PLC certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on April 14, 2003.

P & O PRINCESS CRUISES PLC

Edgar Filing: P&O PRINCESS CRUISES PLC - Form POS AM

By: /s/ Nicholas L. Luff

-----  
Name: Nicholas L. Luff

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on April 14, 2003.

Name -----	Title -----
* ----- The Lord Sterling of Plaistow CBE	Chairman of the Board
* ----- Peter Ratcliffe	Chief Executive Officer and Director
* ----- Sir John Parker	Deputy Chairman of the Board and Director
----- Nicholas L. Luff	Chief Financial Officer and Director
/s/ Colin Rumble ----- Colin Rumble	Group Financial Controller
* ----- for Peter Foy	Non-Executive Director
* ----- for Baroness Hogg	Non-Executive Director
/s/ Horst Rahe ----- Horst Rahe	Non-Executive Director

-----  
\* Authorized Representative in  
the United States  
-----  
Mona Ehrenreich

\*By: /s/ Nicholas L. Luff  
-----  
Nicholas L. Luff  
Power-of-Attorney

II-4

Index to Exhibits

Exhibit Number -----	Sequentially Numbered Page -----
(a) Form of Amended and Restated Deposit Agreement.	
(e) Rule 466 Certification	

II-5