

ROYAL CARIBBEAN CRUISES LTD  
Form DEF 14A  
April 09, 2013  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Royal Caribbean Cruises Ltd.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form DEF 14A

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**ROYAL CARIBBEAN CRUISES LTD.**

**1050 Caribbean Way**

**Miami, Florida 33132**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD MAY 22, 2013**

To our Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders of Royal Caribbean Cruises Ltd. will be held at 9:00 A.M., Eastern Daylight Time, on Wednesday, May 22, 2013 at the JW Marriott Marquis Miami, 255 Biscayne Boulevard Way, Miami, Florida, 33131, for the following purposes:

1. To elect three directors to our Board of Directors for a term of three years each;
2. To hold an advisory vote to approve the compensation of our named executive officers;
3. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013;
4. To consider and act upon the shareholder proposal described in the attached Proxy Statement, if properly presented at the Annual Meeting; and
5. To transact such other business as may properly come before the meeting and any adjournment thereof.

The Board of Directors has fixed the close of business on March 25, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any adjournment thereof.

This year we will again take advantage of the rules of the U.S. Securities and Exchange Commission that allow us to furnish our proxy materials over the Internet. As a result, we are sending a Notice of Internet Availability of Proxy Materials rather than a full paper set of the proxy materials, unless you previously requested to receive printed copies. The Notice of Internet Availability of Proxy Materials contains instructions on how to access our proxy materials on the Internet, as well as instructions on how shareholders may obtain a paper copy of the proxy materials. This process will substantially reduce the costs associated with printing and distributing our proxy materials.

To make it easier for you to vote, Internet and telephone voting are available. The instructions on the Notice of Internet Availability of Proxy Materials or your proxy card describe how to use these convenient services.

**All shareholders are cordially invited to attend the meeting in person. Whether or not you expect to attend in person, you are urged to vote as soon as possible by Internet, telephone or mail so that your shares may be voted in accordance with your wishes. The giving of a**

Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form DEF 14A

**proxy does not affect your right to revoke it later or vote your shares in person in the event you should attend the annual meeting.**

April 9, 2013

Bradley H. Stein  
General Counsel and Secretary

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>IMPORTANT INFORMATION REGARDING THE AVAILABILITY OF PROXY MATERIALS</u>	1
<u>GENERAL INFORMATION</u>	1
<u>Who May Vote</u>	1
<u>Requirements to Attend the Annual Meeting</u>	2
<u>How to Vote</u>	2
<u>How Proxies Work</u>	2
<u>Matters to be Presented</u>	2
<u>Vote Necessary to Approve Proposals</u>	3
<u>Revoking a Proxy</u>	3
<u>CORPORATE GOVERNANCE</u>	3
<u>Corporate Governance Principles</u>	3
<u>Board of Directors and Committees</u>	3
<u>Board Leadership Structure</u>	6
<u>Risk Oversight and Board Role</u>	6
<u>Director Independence</u>	7
<u>Family Relationships</u>	8
<u>Code of Ethics</u>	8
<u>Amendments to our Articles of Incorporation</u>	8
<u>Contacting Members of the Board of Directors</u>	8
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	9
<u>Principal Shareholders</u>	9
<u>Security Ownership of Directors and Executive Officers</u>	10
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	12
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	12
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	13
<u>General</u>	13
<u>Directors Standing for Election</u>	13
<u>Directors Continuing in Office</u>	15
<u>Director Compensation for 2012</u>	16
<u>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS</u>	18
<u>Related Person Transaction Policy and Procedure</u>	18
<u>Related Person Transactions</u>	19
<u>EXECUTIVE COMPENSATION</u>	20
<u>Compensation Discussion and Analysis</u>	20
<u>Report of the Compensation Committee</u>	33
<u>Executive Compensation Tables</u>	34
<u>Compensation Risk</u>	42
<u>PROPOSAL 2 ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	44
<u>PROPOSAL 3 RATIFICATION OF PRINCIPAL INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM</u>	45
<u>REPORT OF THE AUDIT COMMITTEE</u>	46
<u>PROPOSAL 4 SHAREHOLDER PROPOSAL</u>	47
<u>PROPOSALS OF SHAREHOLDERS FOR NEXT YEAR</u>	49
<u>SOLICITATION OF PROXIES</u>	49
<u>IMPORTANT NOTICE REGARDING DELIVERY OF SECURITY HOLDER DOCUMENTS</u>	49
<u>ANNUAL REPORT ON FORM 10-K</u>	50

---

**Table of Contents**

**ROYAL CARIBBEAN CRUISES LTD.**

**1050 Caribbean Way**

**Miami, Florida 33132**

**PROXY STATEMENT**

**FOR ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD MAY 22, 2013**

This proxy statement is being furnished to you in connection with the solicitation of proxies by our Board of Directors (the Board) to be used at the Annual Meeting of Shareholders (the Annual Meeting) to be held at the JW Marriott Marquis Miami, 255 Biscayne Boulevard Way, Miami, Florida, 33131, on Wednesday, May 22, 2013 at 9:00 a.m. Eastern Daylight Time, and any adjournments or postponements thereof. References in this proxy statement to we, us, our, the Company and Royal Caribbean refer to Royal Caribbean Cruises Ltd. The complete mailing address including zip code, of our principal executive offices is 1050 Caribbean Way, Miami, Florida 33132 and our telephone number is (305) 539-6000.

**IMPORTANT INFORMATION REGARDING THE AVAILABILITY OF PROXY MATERIALS**

Under the rules adopted by the Securities and Exchange Commission (SEC), we are furnishing proxy materials to our shareholders primarily over the Internet. We believe that this process should expedite shareholders' receipt of these materials, lower the costs of our Annual Meeting and help to conserve natural resources. On or about April 9, 2013, we mailed to each of our shareholders (other than those who previously requested electronic or paper delivery), a Notice of Internet Availability of Proxy Materials containing instructions on how to access and review the proxy materials, including this proxy statement and our Annual Report, on the Internet and how to access a proxy card to vote on the Internet or by telephone. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of the proxy materials. If you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request one. If you received paper copies of our proxy materials, you may also view these materials at [www.proxyvote.com](http://www.proxyvote.com).

**GENERAL INFORMATION**

**Who May Vote**

Each share of our common stock outstanding as of the close of business on March 25, 2013 (the record date) is entitled to one vote at the Annual Meeting. At the close of business on March 25, 2013, 219,370,676 shares of our common stock were outstanding and entitled to vote. You may vote all of the shares owned by you as of the close of business on the record date. These shares include shares that are (1) held of record directly in your name and (2) held for you as the beneficial owner through a broker, bank, or other nominee. There are some distinctions between shares held of record and shares owned beneficially as described herein.

***Shares held of record***

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the shareholder of record with respect to those shares, and the Notice of Internet Availability was sent directly to you by Royal Caribbean. As the shareholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the Annual Meeting. If you requested to receive printed proxy materials, we have enclosed or sent a proxy card for you to use. You may also vote on the Internet or by telephone, as described in the Notice and below under the heading How to Vote.

***Shares owned beneficially***

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and the Notice of Internet Availability was forwarded to you by





## **Table of Contents**

your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner or nominee, you have the right to direct your broker or other nominee on how to vote the shares in your account, and you are also invited to attend the Annual Meeting.

### **Requirements to Attend the Annual Meeting**

You are invited to attend the Annual Meeting if you are a shareholder of record or a beneficial owner as of March 25, 2013. If you are a shareholder of record, you must bring proof of identification such as a valid driver's license for admission to the Annual Meeting. If you hold your shares through a broker, bank or other nominee, you will need to provide proof of ownership by bringing either your proxy card provided to you by your broker or a copy of your brokerage statement showing your share ownership as of March 25, 2013.

### **How to Vote**

#### ***Voting in Person***

Shares held in your name as the shareholder of record may be voted in person at the Annual Meeting. Shares for which you are the beneficial owner but not the shareholder of record may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, bank or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also vote by proxy as described below so that your vote will be counted if you later decide not to attend the meeting.

#### ***Voting Without Attending the Annual Meeting***

Whether you hold shares directly as a shareholder of record or beneficially in street name, you may vote your shares without attending the Annual Meeting. You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker, bank or nominee. You may also vote by telephone, using the Internet or by mail as outlined in the Notice of Internet Availability of Proxy Materials or on your proxy card. Please see the Notice of Internet Availability of Proxy Materials, your proxy card or the information your bank, broker, or other holder of record provided to you for more information on these options. Votes cast by Internet or telephone have the same effect as votes cast by submitting a written proxy card.

### **How Proxies Work**

All properly executed proxies will be voted in accordance with the instructions contained thereon, and if no choice is specified, the proxies will be voted:

**FOR** the election of the three nominees for director named below (Proposal No. 1);

**FOR** the approval of the compensation of our named executive officers (Proposal No. 2);

**FOR** the ratification of the selection of PricewaterhouseCoopers LLP (Proposal No. 3); and

**AGAINST** the shareholder proposal (Proposal No. 4).

Under New York Stock Exchange ( NYSE ) rules, if your shares are held in the name of a broker, bank or other nominee, and you do not instruct the nominee in a timely fashion how to vote your shares (so-called "broker non-votes" ), the broker or nominee can vote your shares as it sees fit only on matters that are determined to be routine, and not on any other proposal. Proposal No. 3 regarding the ratification of the auditors is a routine proposal and, accordingly, your nominee may vote on such proposal even if it does not receive voting instructions from you. Your nominee cannot vote on Proposals No. 1, 2 or 4 without your instructions.

### **Matters to be Presented**

## Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form DEF 14A

We are not aware of any matters to be presented for a vote at the Annual Meeting other than those described in this proxy statement. If any matters not described in this proxy statement are properly presented at the meeting, the proxies will use their own judgment to determine how to vote your shares. If the meeting is postponed or adjourned, the proxies will vote your shares on the new meeting date in accordance with your previous instructions, unless you have revoked your proxy.

## **Table of Contents**

### **Vote Necessary to Approve Proposals**

We will hold the Annual Meeting if holders of a majority of the shares of common stock entitled to vote are represented at the Annual Meeting in person or by proxy. If you vote via the Internet or telephone or sign and return your proxy card, your shares will be counted to determine whether we have a quorum even if you abstain or fail to vote on any of the proposals listed on the proxy card. If the persons present or represented by proxy at the Annual Meeting constitute the holders of less than a majority of the outstanding shares of common stock as of the record date, the Annual Meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum.

The affirmative vote of a majority of the votes cast by the holders of outstanding shares of common stock represented in person or by proxy at the Annual Meeting and entitled to vote with respect to the subject proposal is required to approve the election of directors (Proposal No. 1), the compensation of our named executive officers (Proposal No. 2), the ratification of auditors (Proposal No. 3) and the shareholder proposal (Proposal No. 4). The votes on Proposals No. 2 and No. 3 are advisory in nature and therefore not binding on the Company. Similarly, the approval of the shareholder proposal (Proposal No. 4) would serve only as a recommendation to the Board to take the actions requested by the proponent.

Although abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present, they will not have any effect on the outcome of any proposal.

Prior to the Annual Meeting, we will select one or more inspectors of election for the meeting. Such inspectors shall determine the number of shares of common stock represented at the Annual Meeting, the existence of a quorum and the validity and effect of proxies. They shall also receive, count and tabulate ballots and votes and determine the results thereof.

### **Revoking a Proxy**

Any proxy may be revoked by a shareholder at any time prior to the final vote at the Annual Meeting by voting again on a later date via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), by signing and submitting a later-dated proxy or by attending the Annual Meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote again at the Annual Meeting or specifically request that your prior proxy be revoked by delivering to our corporate secretary at 1050 Caribbean Way, Miami, Florida 33132 a written notice of revocation prior to the Annual Meeting.

## **CORPORATE GOVERNANCE**

### **Corporate Governance Principles**

We have adopted corporate governance principles which, along with our Board committee charters, provide the framework for the governance of the Company. The corporate governance principles address such matters as director qualifications, director independence, director compensation, board committees and committee evaluations. We believe that the corporate governance principles comply with the corporate governance rules adopted by the NYSE. A copy of these principles is posted in the corporate governance section on our website at [www.rclinvestor.com](http://www.rclinvestor.com).

### **Board of Directors and Committees**

The Board has established four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Safety, Environment and Health Committee. The functions of each of these committees are described below. Each committee has adopted a charter and a copy of each committee charter is posted in the corporate governance section on our website at [www.rclinvestor.com](http://www.rclinvestor.com). In addition to these committees, the Board may, from time to time, authorize additional Board committees to assist the Board execute on its responsibilities.

## **Table of Contents**

### ***Board of Directors***

We are governed by the Board and various committees of the Board that meet throughout the year. The Board currently consists of eleven members. During 2012, there were six meetings of the Board, and a total of 23 Board committee meetings. Each of the Board members attended at least 75% of an aggregate of all meetings of the Board and of any committees on which he or she served. The corporate governance principles provide that, in addition to regularly scheduled Board meetings, non-management directors will hold two regularly scheduled meetings a year and the independent directors will hold two regularly scheduled meetings a year. The Chairman of the Nominating and Corporate Governance Committee of the Board presides at such meetings.

We do not have a formal policy regarding Board member attendance at the annual shareholders meeting. Two of our Board members attended our 2012 annual shareholders meeting.

### ***Audit Committee***

The current members of the Audit Committee are William L. Kimsey (Chair), Gert W. Munthe and Bernt Reitan. Mr. Morten Arntzen also served as a member of the Audit Committee during all of 2012 and through the date of his resignation from the Board in February 2013. The Board has determined that each member of the Audit Committee is independent as defined under applicable SEC and NYSE rules. Mr. Munthe will no longer continue to serve on the Audit Committee following the expiration of his director term which will occur on the date of the Annual Meeting. The Board expects to add one or more additional members to the Audit Committee either prior to or immediately following the Annual Meeting.

The Audit Committee is responsible for the oversight of:

the integrity of our financial statements;

the qualifications and independence of our principal independent auditor;

the performance of our internal audit function and principal independent auditor; and

our compliance with the legal and regulatory requirements in connection with the foregoing.

In furtherance of its purpose, the Audit Committee regularly reviews and discusses with management and the principal independent auditor the annual audited and quarterly financial statements of the Company. The Audit Committee is also responsible for preparing the Audit Committee report required by the rules of the SEC, which is included in this proxy statement under the heading *Report of the Audit Committee*.

The Board has concluded that Mr. Kimsey qualifies as an *audit committee financial expert* as defined under SEC rules.

The Audit Committee met ten times in 2012.

### ***Compensation Committee***

The current members of the Compensation Committee are Bernt Reitan (Chair), Bernard W. Aronson, Ann S. Moore, Gert W. Munthe and Vagn O. Sørensen. The Board has determined that each member of the Compensation Committee is independent as defined under NYSE rules. Ms. Moore was first appointed to the Compensation Committee in September 2012. Mr. Munthe will no longer continue to serve on the Compensation Committee following the expiration of his director term which will occur on the date of the Annual Meeting.

The Compensation Committee has overall responsibility for approving and evaluating the executive compensation plans, policies and programs of the Company. Among other responsibilities, the Compensation Committee annually reviews and approves corporate goals and objectives relevant to the compensation of our Chairman and Chief Executive Officer, evaluates his performance in light of those goals and sets compensation levels based on this evaluation. The Compensation Committee also annually reviews and sets the compensation levels of the other

## Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form DEF 14A

senior executives of the Company. The Compensation Committee periodically reviews and makes recommendations to the Board with respect to the compensation of all directors of the Company.

The Compensation Committee has engaged Towers Watson, an executive compensation consulting firm, to assist with constructing our market comparison group, analyzing the levels of each form of compensation for our

## **Table of Contents**

senior executives and providing recommendations on their compensation. Towers Watson has direct access to the Compensation Committee's members and advises them regarding matters for which the Compensation Committee is responsible. Towers Watson also regularly confers with our senior management and human resources department to collect, analyze and present data requested by the Compensation Committee. In 2012, the fees for any additional services provided by Towers Watson to the Company did not exceed \$120,000.

Pursuant to SEC rules the Compensation Committee has assessed the independence of Towers Watson and concluded that no conflict of interest exists that would prevent Towers Watson from independently representing the Compensation Committee.

For the senior executives other than the Chairman and Chief Executive Officer, the Compensation Committee consults with and receives the recommendation of the Chairman and Chief Executive Officer but the Compensation Committee is ultimately responsible for determining whether to accept such recommendations.

The Compensation Committee is responsible for preparing the Compensation Committee Report included in this proxy statement, reviewing and discussing the Compensation Discussion and Analysis with management and recommending to the Board the inclusion of the Compensation Discussion and Analysis in the proxy statement as required by the rules of the SEC.

The Compensation Committee met four times in 2012.

### *Compensation Committee Interlocks and Insider Participation*

During 2012, none of the members of the Compensation Committee (a) was an officer or employee of the Company or any of its subsidiaries, (b) was a former officer of the Company or any of its subsidiaries or (c) engaged in any related person transactions with the Company requiring disclosure under SEC rules. During 2012, no executive officer of the Company served as a member of the board of directors or on the compensation committee of any other company, one of whose executive officers or directors serve or served as a member of the Board or Compensation Committee of the Company.

### *Nominating and Corporate Governance Committee*

The current members of the Nominating and Corporate Governance Committee are Thomas J. Pritzker (Chair), William L. Kimsey, Eyal M. Ofer and Arne Alexander Wilhelmsen. The Board has determined that each member of the Nominating and Corporate Governance Committee is independent as defined under NYSE rules.

The Nominating and Corporate Governance Committee assists the Board by identifying and recommending to the Board qualified individuals for nomination as members of the Board, recommending to the Board corporate governance principles, reviewing and making recommendations to the Board concerning Board committee composition, structure, operations and board reporting, and overseeing the evaluation of Board and management performance.

The Nominating and Corporate Governance Committee has engaged in the past and may engage in the future third parties to identify or assist in identifying potential director nominees.

The Nominating and Corporate Governance Committee does not have a formal policy on the consideration of director candidates recommended by shareholders because the Nominating and Corporate Governance Committee to date has not felt it necessary to adopt such a policy. Nonetheless, we have adopted procedures by which shareholders may communicate to the Board recommendations for director candidates. These procedures are set forth in our Bylaws.

In identifying and evaluating candidates, the Nominating and Corporate Governance Committee considers the personal and professional ethics, integrity and values of the candidate, his or her willingness and ability to evaluate, challenge and stimulate, and his or her ability to represent the long-term interests of the shareholders. The Nominating and Corporate Governance Committee also considers the candidate's experience in business and other areas that may be relevant to the activities of the Company, his or her leadership ability, the applicable independence requirements, the current composition of the Board and the appropriate balance between the value of continuity of service by existing members of the Board with that of obtaining a new perspective. Although the

## **Table of Contents**

Board does not have a formal policy with regard to the consideration of diversity in identifying director nominees, the Board recognizes the value of diversity and endeavors to have a Board comprised of individuals with varying backgrounds and experience in business and in other areas that may be relevant to our activities. The Board believes the current Board, which includes members with experience in, among other things, maritime, environmental matters, travel and leisure, aviation, finance, accounting, real estate and international affairs, embodies this objective.

The Nominating and Corporate Governance Committee met five times in 2012.

### ***Safety, Environment and Health Committee***

The current members of the Safety, Environment and Health Committee are William K. Reilly (Chair), Eyal M. Ofer and Vagn O. Sørensen. Mr. Morten Arntzen also served as a member of the Safety, Environment and Health Committee during all of 2012 and through the date of his resignation from the Board in February 2013.

The Safety, Environment and Health Committee assists the Board in its oversight of our management concerning the implementation and monitoring of our safety (including security), environmental and health programs and policies. As part of its responsibilities, the Safety, Environment and Health Committee monitors our overall safety, environment and health compliance performance and reviews safety, environment and health programs and policies on board our cruise ships.

The Safety, Environment and Health Committee met four times in 2012.

### **Board Leadership Structure**

The Board believes that its current leadership structure is appropriate given our specific characteristics and current circumstances and is in the best interest of the Company and our shareholders. The leadership structure of the Board consists of Mr. Fain who serves as Chairman and Chief Executive Officer, Mr. Kimsey who serves as Chairman of the Audit Committee, Mr. Reitan who serves as Chairman of the Compensation Committee, Mr. Pritzker who serves as Chairman of the Nominating and Corporate Governance Committee and Mr. Reilly who serves as Chairman of the Safety, Environment and Health Committee. The Board believes that in the context of our current operating and business environments the combined role of Chairman and Chief Executive Officer is appropriate because it (i) results in unified and decisive leadership, accountability and continuity; (ii) promotes strategic development and execution and (iii) facilitates communication between management and the Board. Further, the significant leadership roles undertaken by the various independent and/or non-management directors who chair all of the Board committees strike an appropriate balance between effective Board leadership and independent oversight of management. However, the Board recognizes that circumstances may change over time and, as they do, changes to the leadership structure may be warranted.

The Board has not named a lead independent director for the reasons described above. The circumstances of every company are different, and the Board believes that no single structure can serve all companies and all boards at all times. The Board believes that the current structure best suits the current set of external and internal dynamics but that these dynamics can change over time. In addition, it believes that the relevant responsibilities generally performed by a lead independent director are effectively being performed by the Chairman of the Nominating and Corporate Governance Committee and that the current structure provides better overall involvement of the Board. Under these circumstances, the Board believes that appointment of a lead independent director would create inefficiencies and redundancies without any corresponding meaningful benefit.

### **Risk Oversight and Board Role**

We have a formal enterprise risk management program. Pursuant to this program, management annually performs a company-wide enterprise risk assessment under the supervision of the Audit & Advisory Services department, which assessment is updated at least once during the course of the year. The assessment identifies those risks inherent in our business plans and strategies with the greatest potential to impact the achievement of our business objectives. This assessment is used to provide us with a risk-based approach to managing our business. Management reviews and discusses the risk assessment report and updates thereto with the Audit Committee and the Board. In addition, committees of the Board consider and review with management at regularly scheduled committee meetings ongoing

---

## **Table of Contents**

financial, strategic, operational, legal and compliance risks inherent in the business activities applicable to each committee's area of responsibility. The committee chairs inform the Board of the outcome of these reviews through reports to the Board at the regularly scheduled Board meetings.

### **Director Independence**

Under the corporate governance rules of the NYSE and our corporate governance principles, a majority of our directors are required to be independent as defined under the NYSE rules. Our corporate governance principles contain guidelines established by the Board to assist it in determining director independence in accordance with these NYSE rules. The Board believes that directors who do not meet the NYSE's independence standards also make valuable contributions to the Board and to the Company by reason of their experience and wisdom, and the Board expects that some minority of its Board will not meet the NYSE's independence standards.

To be considered independent under the NYSE rules, the Board must determine that a director does not have any direct or indirect material relationship with the Company or any of its subsidiaries (collectively, the Royal Caribbean Group). The Board has established the following guidelines to assist it in determining director independence in accordance with those rules:

A director will not be independent if:

the director is, or has been within the preceding three years, an employee of the Royal Caribbean Group, or an immediate family member is, or has been within the preceding three years, an executive officer of the Royal Caribbean Group, other than in each instance as interim Chairman, interim Chief Executive Officer (CEO) or other interim executive officer;

the director or an immediate family member has received during any twelve-month period within the preceding three years more than \$120,000 in direct compensation from the Royal Caribbean Group other than (A) director and committee fees, (B) pension and other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), (C) compensation for former services as an interim Chairman, interim CEO or other interim executive officer or (D) compensation to an immediate family member for service as a non-executive employee of the Royal Caribbean Group;

the director is a current partner or employee of Royal Caribbean's internal or external auditor (in either case, the Auditor) or has an immediate family member who is either (A) a current partner of the Auditor or (B) a current employee who personally works on Royal Caribbean's audit;

the director or an immediate family member was within the last three years a partner or employee of the Auditor and personally worked on Royal Caribbean's audit within that time;

the director or an immediate family member is, or has been within the preceding three years, employed as an executive officer of another company where any of Royal Caribbean's current executive officers at the same time serves or served on the compensation committee of that other company; or

the director is an employee of another company that does business with the Royal Caribbean Group, or the director has an immediate family member that is an executive officer of another company that does business with the Royal Caribbean Group and, in either case, the annual payments to, or payments from, the Royal Caribbean Group within any of the three most recently completed fiscal years exceed \$1,000,000 or two percent of the annual consolidated gross revenues of the other company (whichever is greater).



## Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form DEF 14A

The following commercial relationships will not be considered to be material relationships that would impair a director's independence:

if a director is an employee of another company that does business with the Royal Caribbean Group and the annual payments to, or payments from, the Royal Caribbean Group are less than \$1,000,000 or two percent of the annual consolidated revenues of the company he or she serves as an employee (whichever is greater);

if a director is an employee of another company which is indebted to the Royal Caribbean Group, or to which the Royal Caribbean Group is indebted, and the total amount of indebtedness to the other is less than \$1,000,000 or two percent of the total consolidated assets of the company he or she serves as an employee (whichever is greater); and

## **Table of Contents**

if an immediate family member of a director is an executive officer of another company that does business with the Royal Caribbean Group, and the annual payments to, or payments from, the Royal Caribbean Group, are less than \$1,000,000 or two percent of the annual consolidated revenues of the company the immediate family member serves as an executive officer (whichever is greater).

Each director must regularly disclose to the Board whether his or her relationships satisfy these independence tests. Based on these disclosures and other information available to it, the Board has determined that each of the directors who served during 2012 is independent with the exception of Messrs. Fain and Reilly. Mr. Fain is not considered independent as a result of his position as Chairman and Chief Executive Officer of the Company. Mr. Reilly is not considered independent due to his consulting arrangement with the Company, which is described under the heading *Consulting Arrangement with William K. Reilly*. In determining that Messrs. Aronson, Kimsey and Sørensen are independent, the Board considered that each individual is a non-management director of a company with which we do business in the ordinary course. In determining that Mr. Pritzker is independent, the Board considered that (i) he is Chairman of a company that in 2012 provided hotel accommodations to our guests in the ordinary course of business of approximately \$1.3 million and (ii) business interests of the Pritzker family own shore excursions operators that in 2012 were paid an aggregate of approximately \$216,000 by the Company in the ordinary course of business.

## **Family Relationships**

There are no family relationships among our officers and directors or director nominees.

## **Code of Ethics**

The Board has adopted a Code of Business Conduct and Ethics that applies to all our employees, including our executive officers, and our directors. A copy of the Code of Business Conduct and Ethics is posted in the corporate governance section on our website at [www.rclinvestor.com](http://www.rclinvestor.com) and is available in print, without charge, to shareholders upon written request to Corporate Secretary, Royal Caribbean Cruises Ltd., 1050 Caribbean Way, Miami, Florida 33132. Any amendments to the code or any waivers from any provisions of the code granted to executive officers or directors will be promptly disclosed to investors by posting on our website at [www.rclinvestor.com](http://www.rclinvestor.com).

## **Amendments to our Articles of Incorporation**

Any amendment to our Articles of Incorporation generally requires the authorization by affirmative vote of the holders of not less than two-thirds of all outstanding shares entitled to vote. This requirement does not apply to (1) an amendment to change our registered agent or registered address; (2) an amendment to change the authorized number of shares of stock; or (3) an amendment for establishing and designating the shares of any class or of any series of any class. In the first two cases, our Articles of Incorporation can be amended by the affirmative vote of the holders of a majority of all of our outstanding shares entitled to vote. In the third case, our Board has the power to establish and designate new classes of preferred stock.

## **Contacting Members of the Board of Directors**

Interested parties who wish to communicate with non-management members of the Board can address their communications to the attention of our Corporate Secretary at our principal address or via email to [corporatesecretary@rcl.com](mailto:corporatesecretary@rcl.com). The Corporate Secretary maintains a record of all such communications and promptly forwards to the Chairman of the Nominating and Corporate Governance Committee, who presides at meetings of the independent directors, those communications that the Corporate Secretary believes require immediate attention. The Corporate Secretary periodically provides a summary of all such communications to the Chairman of the Nominating and Corporate Governance Committee and he, in turn, notifies the Board or the chairs of the relevant committees of the Board of those matters that he believes are appropriate for further action or discussion.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT****Principal Shareholders**

This table sets forth information as of March 14, 2013 about persons we know to beneficially own<sup>(1)</sup> more than five percent of our common stock.

<b>Name of Beneficial Owner</b>	<b>Common Stock (#)</b>	<b>Percentage of Ownership<sup>(2)</sup></b>
A. Wilhelmsen AS	41,966,472 <sup>(3)</sup>	19.1%
Osiris Holdings Inc.	11,277,680 <sup>(4)</sup>	5.1%

(1) A person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from March 14, 2013 upon exercise of options, warrants and convertible securities. Each beneficial owner's percentage ownership is determined by assuming that options, warrants and convertible securities that are held by such person (but not those held by any other person) and that are exercisable within 60 days from March 14, 2013 have been exercised.

(2) Applicable percentage ownership is based on 219,335,225 shares of Common Stock outstanding as of March 14, 2013.

(3) A. Wilhelmsen AS is a Norwegian corporation, the indirect beneficial owners of which are members of the Wilhelmsen family of Norway. The shares reported in the table include 6,711,705 shares owned by AWECO Invest AS, an affiliate of A. Wilhelmsen AS. A. Wilhelmsen AS has the power to vote and dispose of the shares owned by AWECO Invest AS pursuant to an agreement between A. Wilhelmsen AS and AWECO Invest AS. The address of A. Wilhelmsen AS is Beddingen 8, Aker Brygge, Vika N-0118 Oslo, Norway.

(4) Osiris Holdings Inc. ( Osiris ) is a Liberian corporation, the indirect beneficial owner of which is a trust primarily for the benefit of certain members of the Ofer family. The shares reported in the table include 9,656,380 shares owned by Osiris and 1,621,300 shares owned by a subsidiary of Osiris. The address of Osiris is c/o Bex Property Management S.A.M., 3 Ruelle Saint Jean, MC 98000 Monaco.

**Table of Contents**

**Security Ownership of Directors and Executive Officers**

This table sets forth information as of March 14, 2013 about the amount of common stock beneficially owned<sup>(1)</sup> by (i) our directors; (ii) the named executive officers listed in the Compensation Discussion and Analysis below and (iii) our directors and executive officers as a group.

The number of shares beneficially owned by each named person or entity is determined under rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. No shares of common stock held by our directors or named executive officers have been pledged.

awards ranging from 20 to 925 units. Partners with a LoR at all but the highest LoR levels who were awarded performance units will r

The number of restricted share units is determined by dividing the cash value of the 25% or 50% amount to be compensated in restricte

units a partner then has.

Partners electing to purchase options will be issued two options for each restricted share unit which otherwise could have been purchased

---

ommendation with respect to the unit allocation of the chief executive officer and our other principal executive officers.

and generally expires after 10 years. Sir Mark Moody-Stuart has received an additional annual retainer of \$125,000 for his service as L

ve enterprise or (2) solicit or assist any other entity in soliciting any of our existing clients or prospective clients for the purposes of pro

### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

y satisfied.

**PERFORMANCE GRAPH**

Ass A common shares and \$100 was invested in each of the other two indices, with dividends reinvested on the date of payment without

Comparison of Cumulative Total Return

July 19, 2001 to August 30, 2003

Accenture vs. S&P 500 Stock Index and Peer Group Index

---

5/31/02

---

137.400  
78.200  
87.800

27

---



**BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS**

under the Securities Exchange Act of 1934, pursuant to which a person or group of persons is deemed to have beneficial ownership of

---

**% of  
shares  
beneficially  
owned**

---

*%*  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
\*\*  
0.7%

\_\_\_\_\_

**BENEFICIAL OWNERS OF MORE THAN FIVE PERCENT  
OF ANY CLASS OF VOTING SECURITIES**

non shares held by each person or group of persons named below, any shares that such person or persons has the right to acquire within

**Accenture Ltd Class X  
common shares**

---

---

**CERTAIN TRANSACTIONS AND RELATIONSHIPS**

**SUBMISSION OF FUTURE SHAREHOLDER PROPOSALS**

**INCORPORATION BY REFERENCE**

**SUBMITTING YOUR PROXY BY TELEPHONE OR VIA THE INTERNET**

**ELECTRONIC DELIVERY OF SHAREHOLDER COMMUNICATIONS**

ve printed copies by mail. To sign up for electronic delivery, please submit your proxy via the Internet at [www.votefast.com](http://www.votefast.com) and, when

**CONTACTING THE BOARD OR OUR LEAD OUTSIDE DIRECTOR**

ts will be forwarded to our Lead Outside Director, and all concerns will be forwarded as appropriate. Our Code of Business Ethics and

**CERTAIN TRANSACTIONS AND RELATIONSHIPS**

ponents described below.

these common agreements.

A-1

---

and \$1, and (3) a covered person may pledge his or her covered shares, in each case subject to the terms described under Accenture

A-2

ings, as well as related purchases and redemptions, in which our partners, former partners and their permitted transferees have directly or

not impair the required collateral of shares previously pledged by partners pursuant to the applicable non-competition agreement.

es by Accenture of Accenture SCA Class I common shares and Accenture Canada Holdings exchangeable shares from our partners and

A-3

---

ed to fund the share employee compensation trust described below.

imately 6 million of these shares have now been awarded to employees in satisfaction of employee awards granted under the Accenture



Voting.

---

A-5

---

---

---

ments below.

A-6

---

ary vote are cast in favor of that proposal, in which case all of these covered shares will be voted in favor of the proposal.

tions also requires the consent of Accenture Ltd.

A-7

consent of Accenture Ltd.

A-8

---

---

**Percentage of remaining  
transfer restricted shares  
permitted to be transferred**

100%  
87.5%  
75%  
62.5%  
50%  
37.5%  
25%

A-9

endment of the transfer restrictions also requires the consent of Accenture SCA.

transfer restrictions also requires the consent of Accenture SCA.

A-10

---

partner or in connection with becoming a partner and (2) all Accenture Ltd common shares otherwise acquired by a partner if the acquis

re Ltd (including the chief executive officer), subject to the impact on overall unit allocation of determinations by the Board or the comp

A-11

---

relationship between us and a client or prospective client.

A-12

---



e case may be, and to receive the proceeds from such dispositions.

A-13

liquidity of those partners for the four-year period following the initial public offering of the Accenture Ltd Class A common shares in  
sequently, foreclosures by SSB on those pledged shares and any subsequent sales of those shares by SSB are restricted to the same extent t

r partners individually were members of the administrative entity, Andersen Worldwide. On December 17, 1997, the Accenture membe

A-14

bligations of the parties under the terminated member firm agreements between the Accenture member firms and Andersen Worldwide  
well as the services agreements by which Arthur Andersen LLP and other Arthur Andersen firms were to provide services, including ta  
additional taxes relating to joint business returns of Accenture and Andersen Worldwide and Arthur Andersen for taxable periods ending

A-15

---

**AUDIT COMMITTEE CHARTER**

y time.







**INDEPENDENCE STANDARDS**

as immaterial despite the fact that it did not satisfy the categorical standards set forth in section 2 above.



**Submit your proxy 24 hours a day, 7 days a week!**  
**Your proxy by Internet or telephone must be received by 11:59 p.m., Eastern Standard Time,**  
**on Wednesday, February 4, 2004 to be counted in the final tabulation.**  
**If you vote by internet or telephone, please do not mail your proxy card.**

**Proxy must be signed and dated below.**  
**Please fold and detach card at perforation before mailing.**

---



**ELECTRONIC ACCESS TO FUTURE DOCUMENTS NOW AVAILABLE**

etary at 1661 Page Mill Rd, Palo Alto, California 94304, Attn: Corporate Secretary.

**YOUR VOTE IS IMPORTANT!**

**Proxy must be signed and dated on the reverse side.  
Please fold and detach card at perforation before mailing.**

---

---

---

---

**IMPORTANT THIS PROXY MUST BE SIGNED AND DATED ON THE REVERSE SIDE.**

---

**VOTE BY INTERNET AT  
HTTP://WWW.VOTEFAST.COM**

**VOTE BY TELEPHONE AT  
1-800-542-1160**

**VOTE BY MAIL**

**Vote 24 hours a day, 7 days a week!  
Your ballot by Internet or telephone must be received by 11:59 p.m., Eastern Standard Time,  
on Sunday, January 25, 2004 to be counted in the final tabulation.**

**If you vote by Internet or telephone, please do not mail your ballot.**

**Ballot must be signed and dated below.  
o Please fold and detach card at perforation before mailing. o**

**BALLOT FOR THE PRELIMINARY VOTE OF COMMON SHARES  
SUBJECT TO THE VOTING AGREEMENT, TO BE CAST IN CONNECTION WITH THE  
2004 ANNUAL GENERAL MEETING OF SHAREHOLDERS ON  
FEBRUARY 5, 2004.**



**YOUR VOTE IS IMPORTANT!**

**Ballot must be signed and dated on the reverse side.  
Please fold and detach card at perforation before mailing.**

(04)

Wulf von Schimmelmann

**IMPORTANT THIS BALLOT MUST BE SIGNED AND DATED ON THE REVERSE SIDE.**

**NOTICE OF PRELIMINARY VOTE IN CONNECTION WITH  
2004 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

December 26, 2003

vote is consistent with the preliminary vote and does not frustrate the intent of the preliminary vote.

**PLEASE SUBMIT YOUR VOTE BY JANUARY 25, 2004**