

ROYAL CARIBBEAN CRUISES LTD

Form S-8

March 27, 2002

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As filed with the Securities and Exchange Commission on March 27, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1993

ROYAL CARIBBEAN CRUISES LTD.
(Exact name of registrant as specified in its charter)

LIBERIA
(State or other jurisdiction
of incorporation or organization)

98-0081645
(IRS Employer Identification No.)

1050 Caribbean Way, Miami, Florida 33132
(Address of principal executive offices) (Zip Code)

ROYAL CARIBBEAN CRUISES LTD.
1995 INCENTIVE STOCK OPTION PLAN
(Full title of the plan)

MICHAEL J. SMITH, ESQ.
Royal Caribbean Cruises Ltd.
1050 Caribbean Way
Miami, Florida 33132
(Name and address of agent for service)

(305) 539-6000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) (2) | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--|--|--|-----------------------------------|
| Common Stock, par value \$.01 per share | 3,000,000 Shares | U.S.\$23.13 | U.S.\$69,390,000 | US\$6,384 |

- (1) Plus an indeterminate number of shares which may be issued as a result of anti-dilution provisions contained in the Plan.
 - (2) Registrant previously registered an aggregate of 3,700,000 shares of common stock (as adjusted to reflect a two-for-one stock split by the Company in July, 1998) under Registration Statement Nos. 33-95224, 333-7288 and 333-42072 on Form S-8 offered pursuant to Registrant's 1995 Incentive Stock Option Plan. The amount to be registered above represents the registration of an additional number of shares offered pursuant to such incentive stock option plan.
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) promulgated pursuant to the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange Composite tape on March 20, 2002.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This registration statement covers the registration of additional securities of the same class as other securities for which Registration Statements filed on Form S-8 (No. 33-95224, No. 333-7288 and No. 333-42078) relating to Registrant's 1995 Incentive Stock Option Plan are effective. The contents of Registration Statement Nos. 33-95224, 333-7288 and 333-42078 are hereby incorporated in this Registration Statement by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on the 25th day of March, 2002.

ROYAL CARIBBEAN CRUISES LTD.
(Registrant)

By: /s/ RICHARD D. FAIN
Richard D. Fain
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below as of March 25, 2002 by the following persons in the capacities indicated:

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ RICHARD D. FAIN</u> Richard D. Fain | Chairman, Chief Executive Officer and Director (Principal Executive Officer) |
| <u>/s/ RICHARD J. GLASIER</u> Richard J. Glasier | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| <u>/s/ BLAIR H. GOULD</u> Blair H. Gould | Vice President and Controller (Principal Accounting Officer) |
| <u>/s/ TOR ARNEBERG</u> Tor Arneberg | Director |
| <u>/s/ BERNARD W. ARONSON</u> Bernard W. Aronson | Director |
| <u>/s/ JOHN D CHANDRIS</u> John D. Chandris | Director |
| <u>/s/ARVID GRUNDEKJOEN</u> Arvid Grundekjoen | Director |
| <u>/s/ LAURA LAVIADA</u> Laura Laviada | Director |

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|---|----------------------------|
| <u>/s/ EYAL OFER</u> Eyal Ofer | Director |
| <u>/s/ THOMAS J. PRITZKER</u> Thomas J. Pritzker | Director |
| <u>/s/ WILLIAM K. REILLY</u> William K. Reilly | Director |
| <u>/s/ EDWIN W. STEPHAN</u> Edwin W. Stephan | Director and Vice Chairman |
| <u>/s/ ARNE WILHELMSSEN</u> Arne Wilhelmsen | Director |

Authorized Representative in the United States:

By: /s/ RICHARD D. FAIN

Richard D. Fain

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EXHIBIT INDEX

| Exhibit Number | Description of Document |
|---------------------------|--|
| 4 | Royal Caribbean Cruises Ltd. 1995 Incentive Stock Option Plan, as amended |
| 5 | Opinion of Michael J. Smith, Esq., General Counsel to Registrant |
| 23.1 | Consent of Michael J. Smith, Esq. (included in Exhibit 5 to this Registration Statement) |
| 23.2 | Consent of PricewaterhouseCoopers LLP, Independent Certified Public Accountants |