

ROYAL CARIBBEAN CRUISES LTD

Form 8-K

November 27, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 27, 2017 (November 20, 2017)**

**ROYAL CARIBBEAN CRUISES LTD.**

(Exact Name of Registrant as Specified in Charter)

**Republic of Liberia**

(State or Other Jurisdiction of Incorporation)

**1-11884**

(Commission File Number)

**98-0081645**

(IRS Employer Identification No.)

**1050 Caribbean Way, Miami, Florida**

(Address of Principal Executive Offices)

**33132**

(Zip Code)

Registrant's telephone number, including area code: **305-539-6000**

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## Edgar Filing: ROYAL CARIBBEAN CRUISES LTD - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01**                      **Other Events.**

On November 20, 2017, Royal Caribbean Cruises Ltd. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ), as supplemented by a terms agreement dated November 20, 2017 (the Terms Agreement ), with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, BNP Paribas Securities Corp., Goldman Sachs & Co. LLC, Mizuho Securities USA LLC and SMBC Nikko Securities America, Inc., acting as representatives of the underwriters named in the Terms Agreement (the Underwriters ) in connection with the proposed offer and sale by the Company of senior unsecured notes in an aggregate principal amount of \$800,000,000. The Underwriting Agreement contains representations by the Company and indemnification on certain matters in favor of the Underwriters.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01**                      **Exhibits.**

Exhibit 1.1                      Underwriting Agreement dated November 20, 2017 among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, BNP Paribas Securities Corp., Goldman Sachs & Co. LLC, Mizuho Securities USA LLC and SMBC Nikko Securities America, Inc., as representatives of the several underwriters

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Exhibit 1.1        | <u>Underwriting Agreement dated November 20, 2017 among the Company and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Morgan Stanley &amp; Co. LLC, BNP Paribas Securities Corp., Goldman Sachs &amp; Co. LLC, Mizuho Securities USA LLC and SMBC Nikko Securities America, Inc., as representatives of the several underwriters</u> |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROYAL CARIBBEAN CRUISES LTD.

Date: November 27, 2017

By: /s/Bradley H. Stein  
Name: Bradley H. Stein  
Title: General Counsel, Corporate Secretary and Chief  
Compliance Officer