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DIAMOND OFFSHORE DRILLING INC  
Form 8-K  
June 07, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): JUNE 7, 2005  
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DIAMOND OFFSHORE DRILLING, INC.

-----  
(Exact Name of Registrant as Specified in Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| DELAWARE  | 1-13926                  | 76-0321760                           |
| -----   | -----                    | -----                                |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

15415 KATY FREEWAY  
HOUSTON, TEXAS 77094

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(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (281) 492-5300  
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NOT APPLICABLE

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(Former name or former address, if changed since last report)

Check the appropriate line 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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the  
----- Exchange Act (17 CFR 240.13e-4(c))

### ITEM 8.01. OTHER EVENTS

On June 7, 2005, Diamond Offshore Drilling, Inc. (the "Company") issued a press release announcing the results of the Company's offer to purchase its Zero Coupon Convertible Debentures due 2020 (the "Securities"). The holders' option to surrender their Securities for purchase expired at 5:00 p.m., New York City time, on June 6, 2005. The Company has been advised by the paying agent, JPMorgan Chase Bank, N.A., that \$774,110,000 in aggregate principal amount at maturity of the Securities were validly surrendered for purchase and not withdrawn. The Company has purchased all of such Securities. The purchase price for the Securities was \$594.25 per \$1,000 principal amount at maturity. The aggregate purchase price for all of the Securities validly surrendered for purchase and not withdrawn was \$460,014,867.50, which Diamond Offshore funded with cash on hand. After the purchase of such Securities, Securities with an aggregate principal amount at maturity of \$30,890,000 remain outstanding.

Filed herewith is a copy of such press release.

Statements in this report may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may include, without limitation, statements which project, indicate or imply future results and may contain words like "expect," "intend," "plan," "will," "estimated" and "budgeted," among others. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those anticipated or projected. These factors include, among others, general economic and business conditions, changes in oil and natural gas prices, casualty losses, industry fleet capacity, changes in foreign and domestic oil and gas exploration and production activity, competition, changes in foreign, political, social and economic conditions, regulatory initiatives and compliance with governmental regulations, customer preferences and various other matters, many of which are beyond the Company's control. Given these concerns, investors and analysts should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of this report. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any forward-looking statement is based. A further discussion of the risk factors that could impact these areas and the Company's overall business and financial performance can be found in the Company's reports and other filings with the Securities and Exchange Commission.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

| Exhibit number | Description                   |
|----------------|-------------------------------|
| -----          | -----                         |
| 99.1           | Press release of June 7, 2005 |

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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.

DIAMOND OFFSHORE DRILLING, INC.

By: /s/ William C. Long

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William C. Long  
Vice President, General Counsel and  
Secretary

Dated: June 7, 2005

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EXHIBIT INDEX

| Exhibit number | Description                            |
|----------------|--|
| -----<br>99.1  | -----<br>Press release of June 7, 2005 |