

Noble Corp plc
Form 8-K
April 24, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): April 24, 2015

NOBLE CORPORATION plc

(Exact name of Registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

001-36211
(Commission
file number)

98-0619597
(I.R.S. employer
identification number)

Devonshire House, 1 Mayfair Place

London, England
(Address of principal executive offices)

W1J8AJ
(Zip code)

Registrant's telephone number, including area code: +44 20 3300 2300

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2015 annual general meeting of the shareholders of Noble Corporation, a company incorporated in England and Wales (the Company), was held on April 24, 2015. Matters voted on at the annual general meeting and the results thereof were as follows:

- (1) Resolution 1: The following individual was elected to the Company's Board of Directors for a one-year term that will expire in 2016:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------|-------------|-----------|-----------|------------------|
| Julie H. Edwards | 168,667,328 | 3,029,382 | 1,563,263 | 31,977,692 |

- (2) Resolution 2: The following individual was reelected to the Company's Board of Directors for a one-year term that will expire in 2016:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------|-------------|-----------|-----------|------------------|
| Scott D. Josey | 169,764,630 | 1,916,447 | 1,578,896 | 31,977,692 |

- (3) Resolution 3: The following individual was reelected to the Company's Board of Directors for a one-year term that will expire in 2016:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-----------------|-------------|-----------|-----------|------------------|
| Jon A. Marshall | 169,090,476 | 1,918,259 | 2,251,238 | 31,977,692 |

- (4) Resolution 4: The following individual was elected to the Company's Board of Directors for a one-year term that will expire in 2016:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|-----------|-----------|------------------|
| Mary P. Ricciardello | 169,297,351 | 2,456,471 | 1,506,151 | 31,977,692 |

- (5) Resolution 5: The following individual was elected to the Company's Board of Directors for a one-year term that will expire in 2016:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------|-------------|-----------|-----------|------------------|
| David W. Williams | 168,052,207 | 3,262,697 | 1,945,069 | 31,977,692 |

- (6) Resolution 6: The resolution to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015 was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 202,638,651 | 2,040,128 | 558,886 | |

- (7) Resolution 7: The resolution to reappoint PricewaterhouseCoopers LLP as the Company's UK statutory auditors until the 2016 annual general meeting of shareholders was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 203,307,185 | 1,352,322 | 578,158 | |

- (8) Resolution 8: The resolution authorizing the Company's audit committee to determine the UK statutory auditors compensation was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 171,303,072 | 1,400,909 | 555,992 | 31,977,692 |

- (9) Resolution 9: The resolution to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 110,595,805 | 59,591,373 | 3,072,795 | 31,977,692 |

- (10) Resolution 10: The resolution to approve, on an advisory basis, the directors' compensation report, which is set out in the annual report and accounts of the Company for the year ended December 31, 2014, was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 112,615,938 | 58,866,710 | 1,777,325 | 31,977,692 |

- (11) Resolution 11: The resolution to approve the Noble Corporation 2015 Omnibus Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 162,996,341 | 7,209,713 | 3,053,919 | 31,977,692 |

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.

Date: April 24, 2015

NOBLE CORPORATION

By: /s/ James A. MacLennan
James A. MacLennan
Senior Vice President and Chief Financial
Officer