

Noble Corp plc  
Form 8-K  
March 03, 2016

**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): February 29, 2016**

**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**

**W1J8AJ**

**London, England**  
**(Address of principal executive offices)** **(Zip code)**  
**Registrant's telephone number, including area code: +44 20 3300 2300**

**NOBLE CORPORATION**

**(Exact name of Registrant as specified in its charter)**

<b>Cayman Islands</b> <b>(State or other jurisdiction of</b> <b>incorporation or organization)</b>	<b>001-31306</b> <b>(Commission</b> <b>file number)</b>	<b>98-0366361</b> <b>(I.R.S. employer</b> <b>identification number)</b>
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**Suite 3D, Landmark Square**

**64 Earth Close**

**P.O. Box 31327**

<b>Georgetown, Grand Cayman, Cayman Islands, BWI</b> <b>(Address of principal executive offices)</b> <b>Registrant's telephone number, including area code: (345) 938-0293</b>	<b>KY-1 1206</b> <b>(Zip code)</b>
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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))

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

**Explanatory Note**

This combined filing on Form 8-K is separately filed by Noble Corporation plc, a public limited company incorporated under the laws of England and Wales ( Noble-U.K. ), and Noble Corporation, a Cayman Islands company ( Noble-Cayman ). Information in this filing relating to Noble-Cayman is filed by Noble-U.K. and separately by Noble-Cayman on its own behalf. Noble-Cayman makes no representation as to information relating to Noble-U.K. (except as it may relate to Noble-Cayman) or any other affiliate or subsidiary of Noble-U.K. This report should be read in its entirety as it pertains to each of Noble-U.K. and Noble-Cayman.

**Item 8.01 Other Events.**

*Tender Offers*

On March 3, 2016, Noble-U.K. issued a press release announcing the commencement of cash tender offers by Noble Holding International Limited, a Cayman Islands exempted company ( NHIL ) and an indirect, wholly-owned subsidiary of Noble-U.K. and Noble-Cayman, for NHIL 's outstanding 4.90% Senior Notes due 2020 and 4.625% Senior Notes due 2021 (collectively, the Notes ). A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The foregoing information, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

*Downgrade in Credit Rating*

On February 29, 2016, NHIL 's senior notes, including the Notes, were downgraded to B1 from Baa3 by Moody 's Investors Service. NHIL 's senior notes, including the Notes, are also under review for a potential downgrade by Standard and Poor 's Ratings Services. The timing and magnitude of any such potential downgrade are not certain.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release issued by Noble Corporation plc dated March 3, 2016.

**SIGNATURES**

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

Noble Corporation plc, a public limited company  
incorporated  
under the laws of England and Wales

Date: March 3, 2016

By: /s/ Dennis J. Lubojacky  
Name: Dennis J. Lubojacky  
Title: Chief Financial Officer, Vice President and  
Controller

Noble Corporation, a Cayman Islands company

By: /s/ Dennis J. Lubojacky  
Name: Dennis J. Lubojacky  
Title: Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

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