

CNOOC LTD  
Form 6-K  
May 02, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

**For the month of May 2018**

**Commission File Number 1-14966**

**CNOOC Limited**

**(Translation of registrant's name into English)**

**65th Floor**

**Bank of China Tower**

**One Garden Road**

**Central, Hong Kong**

**(Address of principal executive offices)**

**CNOOC Finance (2015) U.S.A. LLC**

**65th Floor**

**Bank of China Tower**

**One Garden Road**

**Central, Hong Kong**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F "

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): "

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): "

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes " No x

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable



THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NOS. 333-224357 AND 333-224357 -01) OF CNOOC LIMITED AND CNOOC FINANCE (2015) U.S.A. LLC TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FILED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

**Signature**

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, thereunto duly authorized.

**CNOOC Limited**

By: /s/ Jiewen Li  
Name: Jiewen Li  
Title: Joint Company Secretary

**CNOOC Finance (2015) U.S.A. LLC**

By: /s/ Jian Pang  
Name: Jian Pang  
Title: Chief Executive Officer and Chief Financial Officer

Dated: May 2, 2018

**EXHIBIT INDEX**

Exhibit No.	Description
4.1	Form of 4.375% Guaranteed Note due 2028.
4.2	Form of 3.750% Guaranteed Note due 2023.
5.1	Opinion of Davis Polk & Wardwell LLP, U.S. counsel to the Company and the Issuer.
5.2	Opinion of Davis Polk & Wardwell Hong Kong Solicitors, Hong Kong counsel to the Company.