

Edgar Filing: Noble Corp plc - Form 10-K/A

Noble Corp plc  
Form 10-K/A  
March 14, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-K/A  
(Amendment No. 1)

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ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2016  
..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-36211

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Noble Corporation plc  
(Exact name of registrant as specified in its charter)

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England and Wales (Registered Number 08354954) 98-0619597  
(State or other jurisdiction of (I.R.S. employer  
incorporation or organization) identification number)  
Devonshire House, 1 Mayfair Place, London, England, W1J 8AJ  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: +44 20 3300 2300  
Securities registered pursuant to Section 12(b) of the Act:  
Title of each class Name of each exchange on which  
registered  
Shares, Nominal Value \$0.01 per Share New York Stock Exchange  
Commission file number: 001-31306

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.  
Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2016, the aggregate market value of the registered shares of Noble Corporation plc held by non-affiliates of the registrant was \$2.0 billion based on the closing sale price as reported on the New York Stock Exchange.

Number of shares outstanding and trading at February 15, 2017: 244,676,954

**DOCUMENTS INCORPORATED BY REFERENCE**

The proxy statement for the 2017 annual general meeting of the shareholders of Noble Corporation plc will be incorporated by reference into Part III of this Form 10-K.

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EXPLANATORY NOTE

The sole purpose of this Amendment No.1 on Form 10-K/A (the “Amendment”) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2016 for Noble Corporation plc (the “Registrant”), which was originally filed with the Securities and Exchange Commission on February 24, 2017 (“the Original Filing”), is to include the following exhibits:

Exhibit Number	Description
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of PricewaterhouseCoopers LLP.

The Registrant had in its possession an executed copy of Exhibit 23.1 and Exhibit 23.2, dated as of the date of the Original Filing, at the time of such filing; however, Exhibit 23.1 and Exhibit 23.2 were inadvertently omitted from the Original Filing. The sole purpose of this Amendment is to correct this inadvertent omission of the consents from the Original Filing.

This Amendment speaks as of the date of the Original Filing. Except as noted herein, the Amendment does not modify or update in any way disclosures made in the Original Filing (other than to include Exhibit 23.1 and Exhibit 23.2 dated as of March 13, 2017), or reflect events that may have occurred subsequent to the Original Filing.

This Amendment contains only the exhibits to the Original Filing that is being corrected and new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Unaffected portions or exhibits of the Original Filing are not included herein. Information not affected by this Amendment remains unchanged and reflects the disclosures made at the time of the Original Filing.

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INDEX TO EXHIBITS

The Registrant will furnish you, without charge, a copy of any exhibit, upon written request. Written requests to obtain any exhibit should be sent to Devonshire House, 1 Mayfair Place, London, England.

Exhibit  
Number      Exhibit

23.1      Consent of PricewaterhouseCoopers LLP.

23.2      Consent of PricewaterhouseCoopers LLP.

31.1      Certification of David W. Williams pursuant to SEC Rule 13a-14(a) or Rule 15d-14(a).

31.2      Certification of Adam C. Peakes pursuant to SEC Rule 13a-14(a) or Rule 15d-14(a).

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Noble Corporation plc, a company registered under the laws of England and Wales

Date: March 13, 2017      By:      /s/ DAVID W. WILLIAMS  
David W. Williams  
Chairman, President and Chief  
Executive Officer