

Noble Corp plc
Form 3
September 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
FIR TREE INC.		(Month/Day/Year)	Noble Corp plc [NE]]	
(Last)	(First)	(Middle)	08/27/2014	
505 FIFTH AVENUE, 23RD FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10017			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares, par value \$0.01 per share	15,072,283	I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares			or Indirect (1) (Instr. 5)	
Call Option (right to buy)	Â (3)	01/16/2015	Ordinary Shares	1,000,000	\$ 30	I	See footnotes (1) (2)
Call Option (right to buy)	Â (3)	01/15/2016	Ordinary Shares	5,000,000	\$ 30	I	See footnotes (1) (2)
Call Option (right to buy)	Â (3)	01/15/2016	Ordinary Shares	2,000,000	\$ 31	I	See footnotes (1) (2)
Call Option (right to buy)	01/16/2015	01/16/2015	Ordinary Shares	434,000	\$ 30	I	See footnotes (1) (2)
Call Option (right to buy)	01/16/2015	01/16/2015	Ordinary Shares	1,000,000	\$ 33	I	See footnotes (1) (2)
Call Option (right to buy)	01/16/2015	01/16/2015	Ordinary Shares	1,000,000	\$ 35	I	See footnotes (1) (2)
Cash Settled Equity Swap (4)	Â (5)	01/22/2016	Ordinary Shares	7,712	\$ 30.86 (6)	I	See footnotes (1) (2)
Cash Settled Equity Swap (4)	Â (5)	02/04/2016	Ordinary Shares	400,000	\$ 27.72 (6)	I	See footnotes (1) (2)
Cash Settled Equity Swap (4)	Â (5)	02/05/2016	Ordinary Shares	500,000	\$ 27.34 (6)	I	See footnotes (1) (2)
Cash Settled Equity Swap (4)	Â (5)	02/08/2016	Ordinary Shares	10,256	\$ 26.62 (6)	I	See footnotes (1) (2)
Cash Settled Equity Swap (4)	Â (5)	08/08/2016	Ordinary Shares	275,336	\$ 26.32 (6)	I	See footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIR TREE INC. 505 FIFTH AVENUE 23RD FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Fir Tree Value Master Fund, L.P. C/O FIR TREE, INC. 505 FIFTH AVENUE, 23RD FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ James Walker, Managing Director of Fir Tree, Inc. _____

09/03/2014

**Signature of Reporting Person

Date

09/03/2014

/s/ James Walker, Authorized Person of Fir Tree Value Master Fund,
L.P. _____

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The filing of this Form 3 shall not be construed as an admission that Fir Tree, Inc. ("Fir Tree") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), of Noble Corporation plc (the "Issuer") owned by Fir Tree Value Master Fund, L.P., a Cayman Islands exempted limited partnership ("Fir Tree Value" and together with Fir Tree, the "Reporting Persons"). Pursuant to Rule 16a-1, Fir Tree disclaims such beneficial ownership.

(1) Fir Tree, L.L.C., the general partner of Fir Tree Value, and Fir Tree, the investment manager of Fir Tree Value, hold indirectly the Ordinary Shares through the account of Fir Tree Value; Jeffrey Tannenbaum, the principal of Fir Tree, L.L.C. and Fir Tree, at the time of the transaction, controlled the disposition and voting of the Ordinary Shares. Fir Tree, L.L.C. receives a performance-based allocation and Fir Tree receives an asset-based fee from Fir Tree Value

(2) Options are exercisable at any time.

Cash-settled equity swap. Swaps are not counted for purposes of determining 10% beneficial ownership. These contracts do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership in securities that may be referenced in such contracts or that may be held from time to time by any counterparties to the contracts

(3) Fir Tree Value has the right to terminate and close out each total return swap at any time.

Upon settlement of the various swap agreements, either (i) the counterparty will pay to Fir Tree Value in cash an amount determined in part by reference to any increase between the initial reference price set forth in column 4 of Table II and the market value of a notional number of shares of Common Stock on the applicable expiration date as set forth in Table II or (ii) Fir Tree Value will pay to the counterparty in cash an amount determined in part by reference to any decrease between the initial reference price set forth in column 4 of Table II and the market value of the reference shares on the applicable expiration date listed in Table II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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