

Noble Corp / Switzerland  
Form S-8  
February 03, 2012

As filed with the Securities and Exchange Commission on February 3, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**NOBLE CORPORATION**

(Exact name of registrant as specified in its charter)

Switzerland  
(State or other jurisdiction of  
incorporation or organization)

98-0619597  
(I.R.S. Employer  
Identification No.)

**Dorfstrasse 19A**

**Baar, Switzerland**  
(Address of principal executive offices)

**6340**  
(Zip Code)

**NOBLE CORPORATION 1991 STOCK OPTION AND RESTRICTED STOCK PLAN**

(Full title of the plan)

**Julie J. Robertson**

**Corporate Secretary**

**Noble Corporation**

**Dorfstrasse 19A**

**Baar, Switzerland 6340**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (281) 276-6100

*copy to:*

**David L. Emmons**

**Hillary H. Holmes**

**Baker Botts L.L.P.**

**One Shell Plaza**

**910 Louisiana Street**

**Houston, Texas 77002**

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. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to be Registered</b> | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share(2)</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Fee</b> |
|---|-----------------------------------|---|--|----------------------|
| <b>Registered Shares(3)</b>                 | <b>3,700,000</b>                  | <b>\$34.47</b>                                      | <b>\$127,539,000</b>                             | <b>\$14,616</b>      |

(1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement shall also cover such indeterminate number of additional shares as may become issuable under the plan as a result of the antidilution provisions thereof.

(2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee and based upon the average of the high and low sales price per share of Common Stock of the Company reported on the New York Stock Exchange on January 30, 2012.

(3) Registered shares of the Company, currently CHF 3.41 par value each.

**PART I**

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 3,700,000 shares of Common Stock issuable pursuant to the Noble Corporation 1991 Stock Option and Restricted Stock Plan (the Plan). The Board of Directors and the shareholders of the Company approved the amendment and restatement of the Plan which, among other things, increased the number of shares available for issuance under the Plan from 41,400,000 to 45,100,000. The contents of the Registration Statements on Forms S-8 (Nos. 33-46724, 33-57675, 333-25857, 333-80511 and 333-107450) relating to the Plan are incorporated by reference into this Registration Statement.

**PART II**

**Item 8. Exhibits.**

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

| Exhibit No. | Description  |
|-------------|--|
| 4.1*        | Articles of Association of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on November 2, 2011).   |
| 4.2*        | Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K filed on February 25, 2011).  |
| 4.3*        | Composite copy of the Noble Corporation 1991 Stock Option and Restricted Stock Plan dated as of February 6, 2010 (incorporated herein by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009). |
| 5.1         | Opinion of Pestalozzi Attorneys at Law Ltd., regarding the legality of securities to be issued by the Company.   |
| 23.1        | Consent of PricewaterhouseCoopers LLP.   |
| 23.2        | Consent of Pestalozzi Attorneys at Law Ltd. (included in Exhibit 5.1).   |
| 24.1        | Power of Attorney (included on the signature page).  |

\* Incorporated herein by reference as indicated.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Baar, Switzerland, on February 3, 2012.

NOBLE CORPORATION

(Registrant)

By: /s/ Julie J. Robertson  
Julie J. Robertson  
*Executive Vice President and Corporate Secretary*

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**POWER OF ATTORNEY**

Each person whose signature appears below appoints Julie J. Robertson and William E. Turcotte, and each of them, each of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 3rd day of February, 2012.

| Signature                | Title   |
|--------------------------|---|
| /s/ David W. Williams    | Chairman, President and Chief Executive Officer               |
| David W. Williams        | (Principal Executive Officer)                                 |
| /s/ James A. MacLennan   | Senior Vice President, Chief Financial Officer and Controller |
| James A. MacLennan       | (Principal Financial and Accounting Officer)                  |
| /s/ Michael A. Cawley    | Director  |
| Michael A. Cawley        |   |
| /s/ Lawrence J. Chazen   | Director  |
| Lawrence J. Chazen       |   |
| /s/ Julie H. Edwards     | Director  |
| Julie H. Edwards         |   |
| /s/ Gordon T. Hall       | Director  |
| Gordon T. Hall           |   |
| /s/ Marc E. Leland       | Director  |
| Marc E. Leland           |   |
| /s/ Jack E. Little       | Director  |
| Jack E. Little           |   |
| /s/ Jon A. Marshall      | Director  |
| Jon A. Marshall          |   |
| /s/ Mary P. Ricciardello | Director  |
| Mary P. Ricciardello     |   |



**INDEX TO EXHIBITS**

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