

SEADRILL LTD
Form SC 13G/A
February 17, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Seadrill Limited
(Name of Issuer)

Common Shares, par value \$2.00 per share
(Title of Class of Securities)

G7945E 105
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
No. G7945E 105

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Hemen
Holding
Limited

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒ [X]
(b) ☐ []

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Cyprus

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

111,697,583

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

111,697,583

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

111,697,583

CHECK
BOX IF THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

22.7%

12. TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)
CO

CUSIP
No. G7945E 105

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Greenwich
Holdings Ltd.

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Cyprus

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0

- SHARED
6. VOTING
POWER
- 111,697,583
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 111,697,583
- AGGREGATE
AMOUNT
BENEFICIALLY
9. OWNED BY EACH
REPORTING
PERSON
- 111,697,583
- CHECK
BOX IF THE
AGGREGATE
AMOUNT
10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
- ☐
- PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)
- 22.7%
12. TYPE OF
REPORTING

PERSON
(SEE
INSTRUCTIONS)
CO

CUSIP
No. G7945E 105

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

C.K. Limited

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Jersey

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0

- 6.

SHARED
VOTING
POWER

111,697,583

SOLE
7. DISPOSITIVE
POWER

0

SHARED
8. DISPOSITIVE
POWER

111,697,583

AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

111,697,583

CHECK
BOX IF THE
AGGREGATE
AMOUNT
10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
11. REPRESENTED
BY
AMOUNT
IN ROW (9)

22.7%

12. TYPE OF
REPORTING

PERSON
(SEE
INSTRUCTIONS)
OO

CUSIP
No. G7945E 105

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Farahead
Investments
Inc.

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Liberia

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0

- SHARED
6. VOTING
POWER
- 7,400,000
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 7,400,000
- AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
- 7,400,000
- CHECK
BOX IF THE
AGGREGATE
AMOUNT
IN ROW (9)
10. EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
- ☐
- PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)
- 1.5%

12.

TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)
CO

CUSIP
No. G7945E 105

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Greenfields
Holding Inc.

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Liberia

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0

- SHARED
6. VOTING
POWER
- 7,400,000
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 7,400,000
- AGGREGATE
AMOUNT
BENEFICIALLY
9. OWNED BY EACH
REPORTING
PERSON
- 7,400,000
- CHECK
BOX IF THE
AGGREGATE
AMOUNT
10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
- ☐
- PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)
- 1.5%
12. TYPE OF
REPORTING

PERSON
(SEE
INSTRUCTIONS)
CO

CUSIP
No. G7945E 105

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

GSA Limited

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒ [X]
(b) ☐ []

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

Jersey

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

5. SOLE
VOTING
POWER

0

- 6.

SHARED
VOTING
POWER

7,400,000

SOLE
7. DISPOSITIVE
POWER

0

SHARED
8. DISPOSITIVE
POWER

7,400,000

AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

7,400,000

CHECK
BOX IF THE
AGGREGATE
AMOUNT
10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
11. REPRESENTED
BY
AMOUNT
IN ROW (9)

1.5%

12. TYPE OF
REPORTING

PERSON
(SEE
INSTRUCTIONS)
OO

CUSIP
No. G7945E 105

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

John
Fredriksen*

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☒
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Cyprus

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0

- SHARED
6. VOTING
POWER
- 119,097,583
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 119,097,583
- AGGREGATE
AMOUNT
BENEFICIALLY
9. OWNED BY EACH
REPORTING
PERSON
- 119,097,583
- CHECK
BOX IF THE
AGGREGATE
AMOUNT
IN ROW (9)
10. EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
- ☐
- PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)
- 24.2%
12. TYPE OF
REPORTING

PERSON
(SEE
INSTRUCTIONS)
IN

* Mr. Fredriksen may be deemed to beneficially own 119,097,583 shares of common stock, par value \$2.00 per share (the "Common Shares"), of Seadrill Limited (the "Issuer") through his indirect influence over Hemen Holding Ltd., Greenwich Holdings Ltd., Farahead Investments Inc. and Greenfields Holding Inc., the shares of which are held in trusts (the "Trusts"). The beneficiaries of the Trusts are certain members of Mr. Fredriksen's family. Mr. Fredriksen disclaims beneficial ownership of the 119,097,583 Common Shares except to the extent of his voting and dispositive interests in such Common Shares. Mr. Fredriksen has no pecuniary interest in the 119,097,583 Common Shares.

CUSIP No. G7945E 105

Item 1. (a).Name of Issuer:

Seadrill Limited

(b). Address of issuer's principal executive offices:

Par-la-Ville Place
14 Par-la-Ville Road
Hamilton HM 08, Bermuda

Item 2. (a).Name of person filing:

Hemen Holding Limited
Greenwich Holdings Ltd.
C.K. Limited
Farahead Investments Inc.
Greenfields Holding Inc.
GSA Limited
John Fredriksen

(b). Address or principal business office or, if none, residence:

Hemen Holding Limited
c/o Seatankers Management Co. Ltd.
P.O. Box 53562
CY-3399 Limassol, Cyprus

Greenwich Holdings Ltd.
c/o Seatankers Management Co. Ltd.
P.O. Box 53562
CY-3399 Limassol, Cyprus

C.K. Limited
13 Castle Street
St. Helier
Jersey

Farahead Investments Inc.
c/o Seatankers Management Co. Ltd.
P.O. Box 53562
CY-3399 Limassol, Cyprus

Greenfields Holding Inc.
c/o Seatankers Management Co. Ltd.
P.O. Box 53562
CY-3399 Limassol, Cyprus

GSA Limited

Channel House, 1st Floor
Green Street
St. Helier
Jersey

John Fredriksen
c/o Seatankers Management Co. Ltd.
P.O. Box 53562
CY-3399 Limassol, Cyprus

(c).Citizenship:

Hemen Holding Limited – Cyprus
Greenwich Holdings Ltd. – Cyprus
C.K. Limited – Jersey
Farahead Investments Inc. – Liberia
Greenfields Holding Inc. – Liberia
GSA Limited – Jersey
John Fredriksen – Cyprus

(d). Title of class of securities:

Common Shares, par value \$2.00 per share

(e).CUSIP No.:

G7945E 105

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Hemen Holding Limited – 111,697,583
 Greenwich Holdings Ltd. – 111,697,583
 C.K. Limited – 111,697,583
 Farahead Investments Inc. – 7,400,000
 Greenfields Holding Inc. – 7,400,000
 GSA Limited – 7,400,000
 John Fredriksen – 119,097,583

(b) Percent of class:

Hemen Holding Limited - 22.7%
 Greenwich Holdings Ltd. – 22.7%
 C.K. Limited – 22.7%
 Farahead Investments Inc. - 1.5%
 Greenfields Holding Inc. - 1.5%
 GSA Limited – 1.5%
 John Fredriksen – 24.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote	0 ,
	Hemen Holding Limited – 111,697,583
	Greenwich Holdings Ltd. – 111,697,583
	C.K. Limited – 111,697,583
(ii) Shared power to vote or to direct the vote	Farahead Investments Inc. – 7,400,000 ,
	Greenfields Holding Inc. – 7,400,000
	GSA Limited – 7,400,000
	John Fredriksen – 119,097,583
(iii) Sole power to dispose or to direct the disposition of	0 ,
(iv) Shared power to dispose or to direct the disposition of	Hemen Holding Limited – 111,697,583 .
	Greenwich Holdings Ltd. – 111,697,583

C.K. Limited – 111,697,583

Farahead Investments Inc. – 7,400,000

Greenfields Holding Inc. – 7,400,000

GSA Limited – 7,400,000

John Fredriksen – 119,097,583

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1)..

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not Applicable

Item 10. Certification.

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015
(Date)

HEMEN HOLDING LTD.

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

GREENWICH HOLDINGS LTD.

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

C.K. LIMITED

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

FARAHEAD INVESTMENTS INC.

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

GREENFIELDS HOLDING INC.

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas

Director
(Name/Title)

GSA LIMITED

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

/s/ John Fredriksen
(Signature)

John Fredriksen
(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G/A relating to the common stock of Seadrill Limited shall be filed on behalf of the undersigned.

February 17, 2015

(Date)

HEMEN HOLDING LTD.

/s/ Demetrios Antoniou Hannas

(Signature)

Demetrios Antoniou Hannas

Director

(Name/Title)

GREENWICH HOLDINGS LTD.

/s/ Demetrios Antoniou Hannas

(Signature)

Demetrios Antoniou Hannas

Director

(Name/Title)

C.K. LIMITED

/s/ Demetrios Antoniou Hannas

(Signature)

Demetrios Antoniou Hannas

Director

(Name/Title)

FARAHEAD INVESTMENTS INC.

/s/ Demetrios Antoniou Hannas

(Signature)

Demetrios Antoniou Hannas

Director

(Name/Title)

GREENFIELDS HOLDING INC.

/s/ Demetrios Antoniou Hannas

(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

GSA LIMITED

/s/ Demetrios Antoniou Hannas
(Signature)

Demetrios Antoniou Hannas
Director
(Name/Title)

/s/ John Fredriksen
(Signature)

John Fredriksen
(Name/Title)