

Transocean Ltd.
Form 8-K
December 05, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **November 29, 2011**

TRANSOCEAN LTD.

(Exact name of registrant as specified in charter)

Switzerland
(State or other jurisdiction of
incorporation or organization)

000-53533
(Commission
File Number)

98-0599916
(I.R.S. Employer
Identification No.)

10 Chemin de Blandonnet
1214 Vernier, Geneva
Switzerland
(Address of principal executive offices)

CH-1214
(zip code)

Registrant's telephone number, including area code: **+41 (22) 930-9000**

Edgar Filing: Transocean Ltd. - Form 8-K

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

share capital of CHF 557,205,855, authorizing the Company's board of directors to issue up to 37,137,057 new Shares at any time during a two-year period ending May 13, 2013.

The foregoing descriptions of the November 29, 2011 Articles of Association and the December 4, 2011 Articles of Association do not purport to be complete and are qualified in its entirety by reference to the full text of the November 29, 2011 Articles of Association and the December 4, 2011 Articles of Association, copies of which are filed herewith as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement dated November 29, 2011 by and among Transocean Ltd., Credit Suisse AG, as subscriber under a related subscription agreement, and Barclays Capital Inc. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein |
| 3.1 | Articles of Association of Transocean Ltd. dated November 29, 2011 |
| 3.2 | Articles of Association of Transocean Ltd. dated December 4, 2011 |
| 5.1 | Opinion of Homburger AG |
| 8.1 | Opinion of Baker Botts L.L.P. |
| 8.2 | Opinion of Homburger AG |
| 23.1 | Consent of Homburger AG (included in Exhibit 5.1 hereto) |
| 23.2 | Consent of Baker Botts L.L.P. (included in Exhibit 8.1 hereto) |
| 23.3 | Consent of Homburger AG (included in Exhibit 8.2 hereto) |

SIGNATURES

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 hereunto duly authorized.

TRANSOCEAN LTD.

Date: December 5, 2011

By: /s/ Heather G. Callender
Heather G. Callender
Associate General Counsel

Edgar Filing: Transocean Ltd. - Form 8-K

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement dated November 29, 2011 by and among Transocean Ltd., Credit Suisse AG, as subscriber under a related subscription agreement, and Barclays Capital Inc. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein |
| 3.1 | Articles of Association of Transocean Ltd. dated November 29, 2011 |
| 3.2 | Articles of Association of Transocean Ltd. dated December 4, 2011 |
| 5.1 | Opinion of Homburger AG |
| 8.1 | Opinion of Baker Botts L.L.P. |
| 8.2 | Opinion of Homburger AG |
| 23.1 | Consent of Homburger AG (included in Exhibit 5.1 hereto) |
| 23.2 | Consent of Baker Botts L.L.P. (included in Exhibit 8.1 hereto) |
| 23.3 | Consent of Homburger AG (included in Exhibit 8.2 hereto) |