

NABORS INDUSTRIES LTD
Form 10-Q
November 01, 2013
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2013

Commission File Number: 001-32657

NABORS INDUSTRIES LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0363970
(I.R.S. Employer Identification No.)

Crown House
Second Floor
4 Par-la-Ville Road
Hamilton, HM08

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Bermuda

(441) 292-1510

(Address of principal executive office)

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 (or for such shorter period that the registrant was required to file such reports), 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 (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

The number of common shares, par value \$.001 per share, outstanding as of October 29, 2013 was 295,166,266.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

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Table of Contents**NABORS INDUSTRIES LTD. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

| (In thousands, except share amounts) | September 30, 2013 (Unaudited) | December 31, 2012 |
|--|--------------------------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 395,923 | \$ 524,922 |
| Short-term investments | 96,015 | 253,282 |
| Assets held for sale | 396,201 | 383,857 |
| Accounts receivable, net | 1,362,434 | 1,382,623 |
| Inventory | 229,494 | 251,133 |
| Deferred income taxes | 239,171 | 110,480 |
| Other current assets | 237,217 | 226,560 |
| Total current assets | 2,956,455 | 3,132,857 |
| Long-term investments and other receivables | 3,371 | 4,269 |
| Property, plant and equipment, net | 8,463,804 | 8,712,088 |
| Goodwill | 479,557 | 472,326 |
| Investment in unconsolidated affiliates | 68,907 | 61,690 |
| Other long-term assets | 230,022 | 272,792 |
| Total assets | \$ 12,202,116 | \$ 12,656,022 |
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Current portion of debt | \$ 11,441 | \$ 364 |
| Trade accounts payable | 521,133 | 499,010 |
| Accrued liabilities | 579,476 | 599,380 |
| Income taxes payable | 13,372 | 33,628 |
| Total current liabilities | 1,125,422 | 1,132,382 |
| Long-term debt | 4,036,027 | 4,379,336 |
| Other long-term liabilities | 441,372 | 518,664 |
| Deferred income taxes | 692,514 | 599,335 |
| Total liabilities | 6,295,335 | 6,629,717 |
| Commitments and contingencies (Note 9) | | |
| Subsidiary preferred stock (Note 8) | 69,188 | 69,188 |
| Equity: | | |
| Shareholders' equity: | | |
| Common shares, par value \$0.001 per share: | | |
| Authorized common shares 800,000; issued 323,534 and 318,813, respectively | 323 | 319 |
| Capital in excess of par value | 2,384,421 | 2,337,244 |
| Accumulated other comprehensive income | 311,631 | 431,595 |
| Retained earnings | 4,074,420 | 4,120,398 |
| Less: treasury shares, at cost, 28,414 common shares | (944,627) | (944,627) |
| Total shareholders' equity | 5,826,168 | 5,944,929 |
| Noncontrolling interest | 11,425 | 12,188 |
| Total equity | 5,837,593 | 5,957,117 |
| Total liabilities and equity | \$ 12,202,116 | \$ 12,656,022 |

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**NABORS INDUSTRIES LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME (LOSS)**

(Unaudited)

| (In thousands, except per share amounts) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|--------------|
| | 2013 | 2012 | 2013 | 2012 |
| Revenues and other income: | | | | |
| Operating revenues | \$ 1,550,819 | \$ 1,729,907 | \$ 4,544,263 | \$ 5,272,499 |
| Earnings (losses) from unconsolidated affiliates | (2,628) | (99,527) | 1,627 | (302,513) |
| Investment income (loss) | 1,229 | 7,224 | 95,471 | 32,844 |
| Total revenues and other income | 1,549,420 | 1,637,604 | 4,641,361 | 5,002,830 |
| Costs and other deductions: | | | | |
| Direct costs | 980,911 | 1,107,032 | 2,948,213 | 3,353,520 |
| General and administrative expenses | 127,943 | 130,681 | 390,023 | 398,534 |
| Depreciation and amortization | 273,444 | 265,637 | 809,019 | 766,441 |
| Interest expense | 56,059 | 63,776 | 176,343 | 190,068 |
| Losses (gains) on sales and disposals of long-lived assets and other expense (income), net | 3,266 | 10,216 | 27,245 | 21,777 |
| Impairments and other charges | 242,241 | | 287,241 | 147,503 |
| Total costs and other deductions | 1,683,864 | 1,577,342 | 4,638,084 | 4,877,843 |
| Income (loss) from continuing operations before income taxes | (134,444) | 60,262 | 3,277 | 124,987 |
| Income tax expense (benefit): | | | | |
| Current | (32,316) | 50,979 | (2,106) | 111,683 |
| Deferred | (12,368) | (55,956) | (26,692) | (89,562) |
| Total income tax expense (benefit) | (44,684) | (4,977) | (28,798) | 22,121 |
| Subsidiary preferred stock dividend | 750 | 750 | 2,250 | 2,250 |
| Income (loss) from continuing operations, net of tax | (90,510) | 64,489 | 29,825 | 100,616 |
| Income (loss) from discontinued operations, net of tax | (14,430) | 12,155 | (34,292) | 35,888 |
| Net income (loss) | (104,940) | 76,644 | (4,467) | 136,504 |
| Less: Net (income) loss attributable to noncontrolling interest | (441) | (988) | (6,154) | 453 |
| Net income (loss) attributable to Nabors | \$ (105,381) | \$ 75,656 | \$ (10,621) | \$ 136,957 |
| Earnings (losses) per share: | | | | |
| Basic from continuing operations | \$ (0.30) | \$ 0.22 | \$ 0.08 | \$ 0.35 |
| Basic from discontinued operations | (0.05) | 0.04 | (0.11) | 0.12 |
| Total Basic | \$ (0.35) | \$ 0.26 | \$ (0.03) | \$ 0.47 |
| Diluted from continuing operations | \$ (0.30) | \$ 0.22 | \$ 0.08 | \$ 0.35 |
| Diluted from discontinued operations | (0.05) | 0.04 | (0.11) | 0.12 |
| Total Diluted | \$ (0.35) | \$ 0.26 | \$ (0.03) | \$ 0.47 |
| Weighted-average number of common shares outstanding: | | | | |
| Basic | 295,076 | 290,367 | 293,837 | 289,822 |
| Diluted | 295,076 | 292,501 | 296,208 | 292,290 |

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The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**NABORS INDUSTRIES LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME (LOSS)**

(Unaudited)

| (In thousands) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income (loss) attributable to Nabors | \$ (105,381) | \$ 75,656 | \$ (10,621) | \$ 136,957 |
| Other comprehensive income (loss), before tax: | | | | |
| Translation adjustment attributable to Nabors | 15,716 | 31,550 | (36,853) | 29,157 |
| Unrealized gains/(losses) on marketable securities | (3,416) | 13,667 | 1,586 | 20,882 |
| Less: reclassification adjustment for (gains)/losses included in net income (loss) (Note 11) | (2) | (1,523) | (88,159) | (14,007) |
| Unrealized gains/(losses) on marketable securities | (3,418) | 12,144 | (86,573) | 6,875 |
| Pension liability amortization | 280 | 260 | 842 | 780 |
| Unrealized gains/(losses) on cash flow hedges | 153 | 166 | 459 | 548 |
| Other comprehensive income (loss), before tax | 12,731 | 44,120 | (122,125) | 37,360 |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | 116 | (272) | (2,161) | (3,856) |
| Other comprehensive income (loss), net of tax | 12,615 | 44,392 | (119,964) | 41,216 |
| Comprehensive income (loss) attributable to Nabors | (92,766) | 120,048 | (130,585) | 178,173 |
| Net income (loss) attributable to noncontrolling interest | 441 | 988 | 6,154 | (453) |
| Translation adjustment attributable to noncontrolling interest | 229 | 390 | (572) | 417 |
| Comprehensive income (loss) attributable to noncontrolling interest | 670 | 1,378 | 5,582 | (36) |
| Comprehensive income (loss) | \$ (92,096) | \$ 121,426 | \$ (125,003) | \$ 178,137 |

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**NABORS INDUSTRIES LTD. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

| (Unaudited) | Nine Months Ended September 30, | |
|--|---------------------------------|-------------|
| | 2013 | 2012 |
| | (In thousands) | |
| Cash flows from operating activities: | | |
| Net income (loss) attributable to Nabors | \$ (10,621) | \$ 136,957 |
| Adjustments to net income (loss): | | |
| Depreciation and amortization | 820,898 | 778,393 |
| Depletion and other oil and gas expenses | 22,235 | 223 |
| Deferred income tax expense (benefit) | (31,535) | (81,116) |
| Losses (gains) on long-lived assets, net | 12,254 | 7,016 |
| Impairments and other charges | 71,322 | 162,450 |
| Loss on debt extinguishment | 211,981 | |
| Losses (gains) on investments, net | (90,635) | (27,773) |
| Share-based compensation | 45,898 | 13,541 |
| Foreign currency transaction losses (gains), net | 7,021 | 5,054 |
| Gain on sale of oil and gas operations | | (48,486) |
| Equity in (earnings) losses of unconsolidated affiliates, net of dividends | (1,263) | 302,512 |
| Other | 4,966 | 6,207 |
| Changes in operating assets and liabilities, net of effects from acquisitions: | | |
| Accounts receivable | (21,568) | 46,973 |
| Inventory | 20,220 | 10,900 |
| Other current assets | 5,572 | (47,086) |
| Other long-term assets | 34,435 | (26,743) |
| Trade accounts payable and accrued liabilities | 11,271 | (221,252) |
| Income taxes payable | (53,846) | 10,576 |
| Other long-term liabilities | (83,890) | 65,699 |
| Net cash provided by operating activities | 974,715 | 1,094,045 |
| Cash flows from investing activities: | | |
| Purchases of investments | | (949) |
| Sales and maturities of investments | 163,944 | 30,111 |
| Cash paid for acquisition of businesses, net | (37,516) | |
| Capital expenditures | (780,711) | (1,221,769) |
| Proceeds from sale of affiliate | 10,000 | |
| Investment in unconsolidated affiliate | (5,967) | |
| Proceeds from sales of assets and insurance claims | 139,254 | 128,432 |
| Other | (7) | |
| Net cash used for investing activities | (511,003) | (1,064,175) |
| Cash flows from financing activities: | | |
| Increase (decrease) in cash overdrafts | (7,497) | (1,748) |
| Dividends to shareholders | (35,357) | |
| Debt issuance costs | (3,505) | |
| Proceeds from debt | 710,086 | |
| Proceeds from revolving credit facility | | 710,000 |
| Proceeds from (payments for) commercial paper, net | 332,250 | |
| Proceeds from (payments for) issuance of common shares | 4,375 | (4,007) |
| Reduction in long-term debt | (994,181) | (276,232) |
| Reduction in revolving credit facility | (590,000) | (380,000) |
| Purchase of restricted stock | (3,096) | (2,071) |
| Tax (expense) benefit related to share-based awards | | (54) |
| Net cash (used for) provided by financing activities | (586,925) | 45,888 |

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| | | |
|--|------------|------------|
| Effect of exchange rate changes on cash and cash equivalents | (5,786) | (2,771) |
| Net increase (decrease) in cash and cash equivalents | (128,999) | 72,987 |
| Cash and cash equivalents, beginning of period | 524,922 | 398,575 |
| Cash and cash equivalents, end of period | \$ 395,923 | \$ 471,562 |

The accompanying notes are an integral part of these consolidated financial statements.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited)

| (In thousands) | Common Shares Shares | Par Value | Capital in Excess of Par Value | Accumulated Other Comprehensive Income | Retained Earnings | Treasury Shares | Non- controlling Interest | Total Equity |
|--|-------------------------|--------------|---|---|----------------------|--------------------|---------------------------------|-----------------|
| As of December 31, 2012 | 318,813 | \$ 319 | \$ 2,337,244 | \$ 431,595 | \$ 4,120,398 | \$ (944,627) | \$ 12,188 | \$ 5,957,117 |
| Net income (loss) | | | | | (10,621) | | 6,154 | (4,467) |
| Dividends to shareholders (\$.04/share) | | | | | (35,357) | | | (35,357) |
| Other comprehensive income (loss), net of tax | | | | (119,964) | | | (572) | (120,536) |
| Issuance of common shares for stock options exercised, net of surrender of unexercised stock options | 470 | | 4,375 | | | | | 4,375 |
| Sale of non- controlling interest | | | | | | | (2,899) | (2,899) |
| Share-based compensation | 4,251 | 4 | 45,898 | | | | | 45,902 |
| Other | | | (3,096) | | | | (3,446) | (6,542) |
| As of September 30, 2013 | 323,534 | \$ 323 | \$ 2,384,421 | \$ 311,631 | \$ 4,074,420 | \$ (944,627) | \$ 11,425 | \$ 5,837,593 |

The accompanying notes are an integral part of these consolidated financial statements.

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Nabors Industries Ltd. and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Nature of Operations

Nabors has grown from a land drilling business centered in the U.S. Lower 48 states, Canada and Alaska to a global business aimed at optimizing the entire well life cycle, with operations on land and offshore in most of the major oil and gas markets in the world. The majority of our business is conducted through two business lines:

Drilling & Rig Services

This business line is comprised of our global drilling rig operations and drilling-related services, consisting of equipment manufacturing, instrumentation optimization software and directional drilling services.

Completion & Production Services

This business line is comprised of our operations involved in the completion, life-of-well maintenance and eventual plugging and abandonment of a well. These services include stimulation, coiled-tubing, cementing, wireline, workover, well-servicing and fluids management.

As a global provider of services for oil and natural gas wells, on land and offshore, Nabors' fleet of rigs and equipment includes:

- 477 actively marketed land drilling rigs for oil and gas land drilling operations in the U.S. Lower 48 states, Alaska, Canada and over 20 other countries throughout the world.
- 448 actively marketed rigs for land well-servicing and workover services in the United States and approximately 104 rigs for land well-servicing and workover services in Canada.

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- 36 platform, 8 jackup and 4 barge rigs actively marketed in the United States, including the Gulf of Mexico, and multiple international markets.
- Approximately 800,000 hydraulic horsepower for hydraulic fracturing, cementing, nitrogen and acid pressure pumping services in key basins throughout the United States and Canada.

In addition to the foregoing:

- We offer a wide range of ancillary well-site services, including engineering, transportation and disposal, construction, maintenance, well logging, directional drilling, rig instrumentation, data collection and other support services in select U.S. and international markets.
- We manufacture and lease or sell top drives for a broad range of drilling applications, directional drilling systems, rig instrumentation and data collection equipment, pipeline handling equipment and rig reporting software.
- We have a 51% ownership interest in a joint venture in Saudi Arabia, which owns and actively markets 5 rigs in addition to the rigs we lease to the joint venture.

Unless the context requires otherwise, references in this report to we, us, our, the Company, or Nabors mean Nabors Industries Ltd., together with our subsidiaries where the context requires, including Nabors Industries, Inc., a Delaware corporation (Nabors Delaware), our wholly owned subsidiary.

Note 2 Summary of Significant Accounting Policies

Interim Financial Information

The unaudited consolidated financial statements of Nabors are prepared in conformity with accounting principles generally accepted in the United States (GAAP). Certain reclassifications have been made to the prior period to conform to the current-period

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presentation, with no effect on our consolidated financial position, results of operations or cash flows. Pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been omitted. Therefore, these financial statements should be read along with our annual report on Form 10-K for the year ended December 31, 2012 (2012 Annual Report). In management's opinion, the consolidated financial statements contain all adjustments necessary to present fairly our financial position as of September 30, 2013, as well as the results of our operations and other comprehensive income for the three and nine months ended September 30, 2013 and 2012, and our cash flows and changes in equity for the nine months ended September 30, 2013 and 2012, in accordance with GAAP. Interim results for the nine months ended September 30, 2013 may not be indicative of results that will be realized for the full year ending December 31, 2013.

Our independent registered public accounting firm has reviewed and issued a report on these consolidated interim financial statements in accordance with standards established by the Public Company Accounting Oversight Board. Pursuant to Rule 436(c) under the Securities Act of 1933, as amended (the Securities Act), this report should not be considered a part of any registration statement prepared or certified within the meanings of Sections 7 and 11 of such Act.

Principles of Consolidation

Our consolidated financial statements include the accounts of Nabors, as well as all majority-owned and nonmajority-owned subsidiaries required to be consolidated under GAAP. All significant intercompany accounts and transactions are eliminated in consolidation.

Investments in operating entities where we have the ability to exert significant influence, but where we do not control operating and financial policies, are accounted for using the equity method. Our share of the net income (loss) of these entities is recorded as earnings (losses) from unconsolidated affiliates in our consolidated statements of income (loss). The investments in these entities are included in investment in unconsolidated affiliates in our consolidated balance sheets.

Inventory

Inventory is stated at the lower of cost or market. Cost is determined using the first-in, first-out or average cost method, and includes the cost of materials, labor and manufacturing overhead. Inventory included the following:

| | September 30, 2013 | | December 31, 2012 |
|------------------|-----------------------|----|----------------------|
| | (In thousands) | | |
| Raw materials | \$ 149,630 | \$ | 148,822 |
| Work-in-progress | 29,256 | | 45,733 |
| Finished goods | 50,608 | | 56,578 |
| | \$ 229,494 | \$ | 251,133 |

Table of Contents**Goodwill**

The carrying amount and changes in recorded goodwill for our business lines as of and for the nine months ended September 30, 2013 were as follows:

| | Balance at December 31, 2012 | Acquisitions and Purchase Price Adjustments | Disposals and Impairments (In thousands) | Cumulative Translation Adjustment | Balance at September 30, 2013 |
|---|------------------------------------|---|---|---|-------------------------------------|
| Drilling & Rig Services: | | | | | |
| U.S. | \$ 50,149 | \$ | \$ | \$ | \$ 50,149 |
| Rig Services | 32,113 | 15,828(1) | (8,000)(2) | (597) | 39,344 |
| Subtotal Drilling & Rig Services | 82,262 | 15,828 | (8,000) | (597) | 89,493 |
| Completion & Production Services | | | | | |
| Completion | 334,992 | | | | 334,992 |
| Production | 55,072 | | | | 55,072 |
| Subtotal Completion & Production | | | | | |
| Services | 390,064 | | | | 390,064 |
| Total | \$ 472,326 | \$ 15,828 | \$ (8,000) | \$ (597) | \$ 479,557 |

(1) Represents the goodwill recorded in connection with our acquisition of Navigate Energy Services, Inc. (NES). See Note 11 - Supplemental Information for additional discussion.

(2) Represents the goodwill related to Peak Oilfield Service Company (Peak), a wholly owned subsidiary in Alaska, for which the accounting criteria of assets held for sale was met at September 30, 2013. Accordingly, we reclassified the goodwill and related carrying value of these assets to assets held for sale at September 30, 2013. See Note 12 - Assets Held for Sale and Discontinued Operations for additional information.

Note 3 Cash and Cash Equivalents and Short-term Investments

Our cash and cash equivalents and short-term investments consisted of the following:

| | September 30, 2013 | December 31, 2012 |
|--------------------------------------|-----------------------|----------------------|
| | (In thousands) | |
| Cash and cash equivalents | \$ 395,923 | \$ 524,922 |
| Short-term investments: | | |
| Trading equity securities | \$ | \$ 52,705 |
| Available-for-sale equity securities | 76,469 | 174,610 |

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| | | | | |
|------------------------------------|----|--------|----|---------|
| Available-for-sale debt securities | | 19,546 | | 25,967 |
| Total short-term investments | \$ | 96,015 | \$ | 253,282 |

We sold our trading equity securities during the first quarter of 2013.

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Certain information related to our cash and cash equivalents and short-term investments follows:

| | September 30, 2013 | | | December 31, 2012 | | |
|---|--------------------|---|--|-------------------|---|--|
| | Fair Value | Gross Unrealized Holding Gains | Gross Unrealized Holding Losses | Fair Value | Gross Unrealized Holding Gains | Gross Unrealized Holding Losses |
| | (In thousands) | | | | | |
| Cash and cash equivalents | \$ 395,923 | \$ | \$ | \$ 524,922 | \$ | \$ |
| Short-term investments: | | | | | | |
| Trading equity securities | | | | 52,705 | 46,981 | |
| Available-for-sale equity securities | 76,469 | 47,922 | | 174,610 | 137,282 | (1,030) |
| Available-for-sale debt securities: | | | | | | |
| Commercial paper and CDs | | | | 206 | | |
| Corporate debt securities | 18,448 | 3,188 | | 23,399 | 1,870 | |
| Mortgage-backed debt securities | 213 | 12 | | 244 | 15 | |
| Mortgage-CMO debt securities | 60 | 2 | (2) | 523 | 10 | (3) |
| Asset-backed debt securities | 825 | | (67) | 1,595 | 28 | (192) |
| Total available-for-sale debt securities | 19,546 | 3,202 | (69) | 25,967 | 1,923 | (195) |
| Total available-for-sale securities | 96,015 | 51,124 | (69) | 200,577 | 139,205 | (1,225) |
| Total short-term investments | 96,015 | 51,124 | (69) | 253,282 | 186,186 | (1,225) |
| Total cash, cash equivalents and short-term investments | \$ 491,938 | \$ 51,124 | \$ (69) | \$ 778,204 | \$ 186,186 | \$ (1,225) |

Certain information related to the gross unrealized losses of our cash and cash equivalents and short-term investments follows:

| | As of September 30, 2013 | | | |
|--|--------------------------|-------------------------------|---------------------|-------------------------------|
| | Less Than 12 Months | | More Than 12 Months | |
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In thousands) | | | |
| Available-for-sale debt securities: | | | | |
| (1) | | | | |
| Mortgage-CMO debt securities | \$ 22 | \$ 2 | \$ | \$ |
| Asset-backed debt securities | | | 446 | 67 |
| Total available-for-sale debt securities | 22 | 2 | 446 | 67 |
| Total | \$ 22 | \$ 2 | \$ 446 | \$ 67 |

(1) Our unrealized losses on available-for-sale debt securities held for more than one year are comprised of various types of securities. Each of these securities has a rating ranging from A to AAA from Standard & Poor's and ranging from A2 to Aaa from Moody's Investors Service is considered to be of high credit quality. In each case, we do not intend to sell these investments, and it is less likely than not that we will be

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required to sell them to satisfy our own cash flow and working capital requirements. We believe that we will be able to collect all amounts due according to the contractual terms of each investment and, therefore, do not consider the decline in value of these investments to be other-than-temporary at September 30, 2013.

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The estimated fair values of our corporate, mortgage-backed, mortgage-CMO and asset-backed debt securities at September 30, 2013, classified by time to contractual maturity, are shown below. Expected maturities may differ from contractual maturities because the issuers of the securities may have the right to repay obligations without prepayment penalties and we may elect to sell the securities prior to the contractual maturity date.

| | Estimated Fair Value September 30, 2013 (In thousands) |
|---------------------------------------|---|
| Debt securities: | |
| Due in one year or less | \$ |
| Due after one year through five years | 15,113 |
| Due in more than five years | 4,433 |
| Total debt securities | \$ 19,546 |

Certain information regarding our debt and equity securities is presented below:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------------------------|-------------------------------------|----------|------------------------------------|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| (In thousands) | | | | |
| Available-for-sale | | | | |
| Proceeds from sales and maturities | \$ 408 | \$ 3,953 | \$ 107,361 | \$ 23,186 |
| Realized gains (losses), net | \$ 2 | \$ 1,732 | \$ 88,159 | \$ 14,007 |

Note 4 Fair Value Measurements

The following table sets forth, by level within the fair-value hierarchy, our financial assets and liabilities that are accounted for at fair value on a recurring basis as of September 30, 2013. Our debt securities could transfer into or out of a Level 1 or 2 measure depending on the availability of independent and current pricing at the end of each quarter. During the three months ended September 30, 2013, there were no transfers of our financial assets between Level 1 and Level 2 measures. Our financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| | Fair Value as of September 30, 2013 | | | Total |
|---|-------------------------------------|---------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | |
| (In thousands) | | | | |
| Assets: | | | | |
| Short-term investments: | | | | |
| Available-for-sale equity securities from energy industry | \$ 75,607 | \$ 862 | \$ | \$ 76,469 |
| Available-for-sale debt securities: | | | | |
| Corporate debt securities | | 18,448 | | 18,448 |
| Mortgage-backed debt securities | | 213 | | 213 |
| Mortgage-CMO debt securities | | 60 | | 60 |
| Asset-backed debt securities | 825 | | | 825 |

| | | | | | | |
|------------------------------|----|--------|----|--------|----|--------|
| Total short-term investments | \$ | 76,432 | \$ | 19,583 | \$ | 96,015 |
|------------------------------|----|--------|----|--------|----|--------|

Nonrecurring Fair Value Measurements

Fair value measurements were applied with respect to our nonfinancial assets and liabilities measured on a nonrecurring basis, which would consist of measurements primarily to assets held-for-sale, goodwill, intangible assets and other long-lived assets, assets acquired and liabilities assumed in a business combination, asset retirement obligations and our contractual pipeline commitment.

Table of Contents***Fair Value of Financial Instruments***

The fair value of our financial instruments has been estimated in accordance with GAAP. The fair value of our debt, revolving credit facility and subsidiary preferred stock is estimated based on quoted market prices or prices quoted from third-party financial institutions and other observable inputs, all of which represent Level 2 fair value measurements. The carrying and fair values of these liabilities were as follows:

| | September 30, 2013 | | December 31, 2012 | |
|--|--------------------|--------------|-------------------|--------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| | (In thousands) | | | |
| 2.35% senior notes due September 2016 | \$ 349,803 | \$ 353,959 | \$ | \$ |
| 6.15% senior notes due February 2018 | 969,623 | 1,097,743 | 968,708 | 1,164,813 |
| 9.25% senior notes due January 2019 | 339,607 | 421,952 | 1,125,000 | 1,492,819 |
| 5.00% senior notes due September 2020 | 697,871 | 732,319 | 697,648 | 770,707 |
| 4.625% senior notes due September 2021 | 698,087 | 717,374 | 697,907 | 755,517 |
| 5.10% senior notes due September 2023 | 348,733 | 356,041 | | |
| Subsidiary preferred stock | 69,188 | 69,750 | 69,188 | 68,625 |
| Revolving credit facility | 300,000 | 300,000 | 890,000 | 890,000 |
| Commercial paper | 332,250 | 332,250 | | |
| Other | 11,494 | 11,494 | 437 | 437 |
| | \$ 4,116,656 | \$ 4,392,882 | \$ 4,448,888 | \$ 5,142,918 |

The fair values of our cash equivalents, trade receivables and trade payables approximate their carrying values due to the short-term nature of these instruments.

As of September 30, 2013, our short-term investments were carried at fair market value and classified as available-for-sale. As of December 31, 2012, our short-term investments were carried at fair market value and included \$200.6 million and \$52.7 million in securities classified as available-for-sale and trading, respectively.

Note 5 Share-Based Compensation

Our share-based employee and director compensation plans are more fully described in Note 8 Share-Based Compensation in our 2012 Annual Report. Total share-based compensation expense, which includes stock options and restricted stock, totaled \$7.1 million and \$4.8 million for the three months ended September 30, 2013 and 2012, respectively, and \$45.9 million and \$13.5 million for the nine months ended September 30, 2013 and 2012, respectively. Total share-based compensation expense for the nine months ended September 30, 2013 included a one-time stock grant valued at \$27.0 million, which vested immediately, in connection with the termination of the 2009 employment agreement with Anthony Petrello, our Chairman, President and Chief Executive Officer. This share-based compensation expense has been recognized in (Losses) gains on sales and disposals of long-lived assets and other expense (income), net in our consolidated statement of income (loss). See discussion of Mr. Petrello's 2013 employment agreement at Note 9 Commitments and Contingencies. All other share-based compensation expense is included in direct costs and general and administrative expenses in our consolidated statements of income (loss). Share-based compensation expense has been allocated to our various operating segments. See Note 13 Segment Information.

During the nine months ended September 30, 2013 and 2012, we awarded 4,729,193 and 934,648 shares of restricted stock, respectively, vesting over periods of up to four years, to our employees and directors. Some of the restricted stock awards made during the nine months ended September 30, 2013 contain provisions relating to market conditions or performance measures, which may affect the grant date or vesting of such awards. All of these awards had an aggregate value at their grant date of \$76.8 million and \$19.4 million, respectively. The fair value of restricted stock that vested during the nine months ended September 30, 2013 and 2012 was \$36.6 million and \$9.4 million, respectively.

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During the nine months ended September 30, 2013 and 2012, we awarded options vesting over periods up to four years to purchase 53,672 and 653,699 of our common shares, respectively, to our employees and directors. The fair value of stock options granted during the nine months ended September 30, 2013 and 2012 was calculated using the Black-Scholes option pricing model and the following weighted-average assumptions:

| | Nine Months Ended September 30, | |
|--|------------------------------------|-----------|
| | 2013 | 2012 |
| Weighted average fair value of options granted | \$ 6.21 | \$ 9.42 |
| Weighted average risk free interest rate | 0.71% | 0.63% |
| Dividend yield | .82% | 0.00% |
| Volatility (1) | 51.01% | 55.77% |
| Expected life | 4.0 years | 4.0 years |

(1) Expected volatilities are based on implied volatilities from publicly traded options to purchase Nabors common shares, historical volatility of Nabors common shares and other factors.

The total intrinsic value of stock options exercised during the nine months ended September 30, 2013 and 2012 was \$3.2 million and \$5.7 million, respectively. Additionally, the intrinsic value of stock options surrendered during the nine months ended September 30, 2012 was \$17.9 million. The total fair value of stock options that vested during the nine months ended September 30, 2013 and 2012 was \$4.0 million and \$7.6 million, respectively.

Note 6 Debt

Debt consisted of the following:

| | September 30, 2013 | December 31, 2012 |
|--|-----------------------|----------------------|
| | (In thousands) | |
| 2.35% senior notes due September 2016 | \$ 349,803 | \$ 968,708 |
| 6.15% senior notes due February 2018 | 969,623 | 1,125,000 |
| 9.25% senior notes due January 2019 | 339,607 | 697,648 |
| 5.00% senior notes due September 2020 | 697,871 | 697,907 |
| 4.625% senior notes due September 2021 | 698,087 | 348,733 |
| 5.10% senior notes due September 2023 | 348,733 | 300,000 |
| Revolving credit facility | 300,000 | 890,000 |
| Commercial paper | 332,250 | 11,494 |
| Other | 11,494 | 437 |
| | \$ 4,047,468 | \$ 4,379,700 |
| Less: current portion of debt | 11,441 | 364 |
| | \$ 4,036,027 | \$ 4,379,336 |

2.35% and 5.10% Senior Notes

On September 12, 2013, Nabors Delaware completed a private placement of \$700 million aggregate principal amount of senior notes, comprised of \$350 million principal amount of 2.35% senior notes due 2016 and \$350 million principal amount of 5.10% senior notes due 2023, which are unsecured and fully and unconditionally guaranteed by us. The notes are subject to registration rights. The notes were sold by the initial purchasers to qualified institutional buyers pursuant to Rule 144A and to certain investors outside of the United States under Regulation S under the Securities Act. The notes pay interest semiannually on March 15 and September 15, beginning on March 15, 2014. The 2.35% senior notes will mature on September 15, 2016, and the 5.10% senior notes will mature on September 15, 2023.

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The notes rank equal in right of payment to all of Nabors Delaware's existing and future senior unsubordinated debt. The notes rank senior in right of payment to all of our existing and future senior subordinated and subordinated debt. Our guarantee of the notes is unsecured and ranks equal in right of payment to all of our unsecured and unsubordinated indebtedness from time to time outstanding. The indenture includes covenants customary for transactions of this type that, subject to significant exceptions, limit our subsidiaries' ability to, among other things, incur certain liens or enter into sale and leaseback transactions. In the event of a Change of Control Trigger Event, as defined in the indenture, with respect to a series of the notes, the holders of that series of notes may require Nabors Delaware to purchase all or a portion of each senior note in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any. The notes are redeemable in whole or in part at any time at the option of Nabors Delaware at the redemption prices specified in the indenture, plus accrued and unpaid interest. Nabors Delaware used the proceeds to redeem a portion of its 9.25% senior notes due 2019, as discussed below.

9.25% Senior Notes due 2019

On September 4, 2013, Nabors Delaware commenced a cash tender offer for any and all of its outstanding 9.25% senior notes due 2019, which expired on September 11, 2013. On September 12, 2013, Nabors Delaware accepted for redemption all of the notes that were validly tendered and not validly withdrawn prior to the expiration of the tender offer, totaling \$785.4 million (including \$14 million held by a consolidated affiliate) in principal amount. Nabors Delaware paid the holders an aggregate of approximately \$1.0 billion in cash, reflecting principal, accrued and unpaid interest and a premium of \$211.9 million (including related fees), from the proceeds of the 2.35% senior notes and 5.10% senior notes issued on September 12, 2013, discussed above, borrowings under its commercial paper program and cash on hand. Following the redemption, \$339.6 million in principal amount remains outstanding.

Commercial Paper Program

During April 2013, Nabors Delaware established a commercial paper program. This program allows the issuance from time to time of up to an aggregate amount of \$1.5 billion in commercial paper with a maturity of no more than 397 days. Our commercial paper borrowings are classified as long-term debt because the borrowings are fully supported by availability under our revolving credit facility, which matures in November 2017, more than one year from now. As of September 30, 2013, we had approximately \$332.3 million of commercial paper outstanding; we used the proceeds to reduce borrowings under our revolving credit facility and redeem debt. The weighted average interest rate on borrowings at September 30, 2013 was 0.358%.

Revolving Credit Facility

At September 30, 2013, we had \$1.2 billion of remaining availability from a total of \$1.5 billion under our existing revolving credit facility. The weighted average interest rate on borrowings at September 30, 2013 was 1.49%. The revolving credit facility contains various covenants and restrictive provisions that limit our ability to incur additional indebtedness, make investments or loans and create liens and require us to maintain a net funded indebtedness to total capitalization ratio, as defined in each agreement. We were in compliance with all covenants under the agreement at September 30, 2013 and December 31, 2012. If we fail to perform our obligations under the covenants, the revolving credit commitment could be terminated, and any outstanding borrowings under the facility could be declared immediately due and payable.

Note 7 Common Shares

During the nine months ended September 30, 2013, our employees exercised vested options to acquire .5 million of our common shares, resulting in proceeds of \$4.4 million. During the nine months ended September 30, 2012, our employees exercised vested options and surrendered unexercised vested stock options to acquire 1.1 million of our common shares. We received \$17.0 million relating to exercised options. We used approximately \$21.0 million to repurchase surrendered unexercised vested options and to satisfy related tax withholding obligations pursuant to stock option share settlements and exercises by some employees. For the nine months ended September 30, 2013 and 2012, we withheld .2 million and .1 million, respectively, of our common shares with a fair value of \$3.1 million and \$2.1 million, respectively, to satisfy tax withholding obligations in connection with the vesting of all stock awards.

During the three months ended September 30, 2013, our Board declared a cash dividend of \$0.04 per common share to our shareholders. This quarterly cash dividend was paid on September 27, 2013 to shareholders of record on September 6, 2013. During the nine months ended September 30, 2013, we paid cash dividends totaling \$35.4 million.

Note 8 Subsidiary Preferred Stock

As of September 30, 2013, dividends on outstanding shares of preferred stock had been declared and paid in full with respect to each quarter since their issuance.

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Note 9 Commitments and Contingencies

Commitments

Employment Contracts

During the first quarter of 2013, the Compensation Committee authorized a new employment agreement for Mr. Petrello effective January 1, 2013 that significantly restructured his compensation arrangements. The new employment agreement provides for an initial term of five years, with automatic one-year extensions at the end of each term, subject to a 90-day notice of termination provided within the agreement.

- The new employment agreement provides for an annual cash bonus targeted at base salary, with a cap of twice that amount, based on the achievement of certain financial and operational performance metrics and defined performance criteria.
- The new employment agreement provides for long-term equity incentive awards. Mr. Petrello may receive restricted stock that may or may not vest depending upon the Company's performance relative to a Performance Peer Group (as defined) over a three-year period (TSR Shares). The agreement provides that the target number of TSR Shares that will vest is valued at 150% of base salary, with a maximum number of TSR Shares valued at twice that amount.
- The employment agreement provides for long-term equity incentive awards in the form of restricted stock based upon the achievement of specific financial or operational objectives (Performance Shares). Once earned, Performance Shares are then subject to three-year vesting requirements. Performance Shares are targeted at 200% of base salary, with a maximum award of twice that amount, and are also subject to a minimum threshold before any amount can be earned.
- In the event of Mr. Petrello's Termination Without Cause (including in the event of a change of control), or his death or disability, either he or his estate would be entitled to receive, within 30 days thereafter, 2.99 times the average of his base salary and annual cash bonus during the three fiscal years preceding the termination.

We do not have insurance to cover, and we have not recorded an expense or accrued a liability relating to any potential termination obligation.

Contingencies

Income Tax Contingencies

We are subject to income taxes in the United States and numerous other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly audited by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different than what is reflected in income tax provisions and accruals. An audit or litigation could materially affect our financial position, income tax provision, net income, or cash flows in the period or periods challenged.

It is possible that future changes to tax laws (including tax treaties) could impact our ability to realize the tax savings recorded to date, as well as future tax savings resulting from our 2002 corporate reorganization. See Note 13 Income Taxes to our 2012 Annual Report for additional discussion.

In 2006, Nabors Drilling International Limited, one of our wholly owned Bermuda subsidiaries (NDIL), received a Notice of Assessment from Mexico's federal tax authorities in connection with the audit of NDIL's Mexico branch for 2003. The notice proposed to deny depreciation expense deductions relating to drilling rigs operating in Mexico in 2003. The notice also proposed to deny a deduction for payments made to an affiliated company for the procurement of labor services in Mexico. NDIL's Mexico branch took similar deductions for depreciation and labor expenses from 2004 to 2008. In 2009, the government proposed similar assessments against the Mexico branch of another wholly owned Bermuda subsidiary, Nabors Drilling International II Ltd. (NDIL II) for 2006. We anticipate that a similar assessment will eventually be proposed against NDIL through 2008 and against NDIL II for 2007 to 2010. Although Nabors and its tax advisors previously concluded that the deductions were appropriate for each of the years, a reserve has been recorded in accordance with GAAP. During 2013, we reached a negotiated settlement for NDIL's 2003, 2005 and 2006 tax years (the statute of limitations had previously expired on the 2004 tax year) and NDIL II's 2006 tax year. Accordingly, the corresponding reserves were reduced by approximately \$20 million during the first quarter of 2013. After this settlement, the remaining amounts assessed or expected to be assessed in the aggregate, range from \$30 million to \$35 million, for which reserves are

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recorded in accordance with GAAP. If we ultimately do not prevail, we would be required to recognize additional tax for any amount in excess of the current reserve.

Self-Insurance

We estimate the level of our liability related to self-insured claims, and record reserves for these amounts in our consolidated financial statements. Our estimates are based on the facts and circumstances specific to existing claims and our past experience with similar claims. These loss estimates and accruals recorded in our financial statements for claims have historically been reasonable in light of the actual amount of claims paid and are actuarially supported. Although we believe our insurance coverage and reserve estimates are reasonable, a significant accident or other event that is not fully covered by insurance or contractual indemnity could occur and could materially affect our financial position and results of operations for a particular period.

We self-insure for certain losses relating to workers' compensation, employers' liability, general liability, automobile liability and property damage. Some workers' compensation claims, employers' liability and marine employers' liability claims are subject to a \$2.0 million per-occurrence deductible. Some automobile liability claims are subject to a \$1.0 million deductible. General liability claims are subject to a \$5.0 million per-occurrence deductible.

Litigation

Nabors and its subsidiaries are defendants or otherwise involved in a number of lawsuits in the ordinary course of business. We estimate the range of our liability related to pending litigation when we believe the amount and range of loss can be estimated. We record our best estimate of a loss when the loss is considered probable. When a liability is probable and there is a range of estimated loss with no best estimate in the range, we record the minimum estimated liability related to the lawsuits or claims. As additional information becomes available, we assess the potential liability related to our pending litigation and claims and revise our estimates. Due to uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ from our estimates. For matters where an unfavorable outcome is reasonably possible and significant, we disclose the nature of the matter and a range of potential exposure, unless an estimate cannot be made at the time of disclosure. In the opinion of management and based on liability accruals provided, our ultimate exposure with respect to these pending lawsuits and claims is not expected to have a material adverse effect on our consolidated financial position or cash flows, although they could have a material adverse effect on our results of operations for a particular reporting period.

In 2009, the Court of Ouargla entered a judgment of approximately \$17.7 million (at current exchange rates) against us relating to alleged customs infractions in Algeria. We do not believe we received proper notice of the judicial proceedings, and believe the amount of the judgment was excessive in any case. We appealed to the Algeria Supreme Court, which reversed the lower court in 2012 and remanded the case to the Ouargla Court of Appeals for treatment consistent with the Supreme Court's ruling. Nevertheless, in January 2013, the Ouargla Court of Appeals reinstated the judgment. We have again appealed to the Algeria Supreme Court, asserting the same challenges as before. Based upon our understanding of applicable law and precedent, we continue to believe that we will prevail. Although the appeal remains ongoing, the Hassi Messaoud customs office recently initiated efforts to collect the judgment prior to the Supreme Court's decision. As a result, we paid approximately \$3.1 million and posted security of approximately \$1.33 million to suspend those collection efforts and to enter into formal negotiations with the customs authority. We have recorded a reserve in the amount of the posted security. If we are ultimately required to pay a fine or judgment related to this matter, the resulting loss could be up to \$13.3 million in excess of amounts accrued.

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In March 2011, the Court of Ouargla entered a judgment of approximately \$34.8 million (at current exchange rates) against us relating to alleged violations of Algeria's foreign currency exchange controls, which require that goods and services provided locally be invoiced and paid in local currency. The case relates to certain foreign currency payments made to us by CEPSA, a Spanish operator, for wells drilled in 2006. Approximately \$7.5 million of the total contract amount was paid offshore in foreign currency, and approximately \$3.2 million was paid in local currency. The judgment includes fines and penalties of approximately four times the amount at issue. We have appealed the ruling based on our understanding that the law in question applies only to resident entities incorporated under Algerian law. An intermediate court of appeals has upheld the lower court's ruling, and we have appealed the matter to the Algeria Supreme Court. While our payments were consistent with our historical operations in the country, and, we believe, those of other multinational corporations there, as well as interpretations of the law by the Central Bank of Algeria, the ultimate resolution of this matter could result in a loss of up to \$26.8 million in excess of amounts accrued.

On March 9, 2012, Nabors Global Holdings II Limited (NGH2L) signed a contract with ERG Resources, LLC (ERG) relating to the sale of all of the Class A shares of NGH2L's wholly owned subsidiary, Ramshorn International Limited, an oil and gas exploration company. When ERG failed to meet its closing obligations, NGH2L terminated the transaction on March 19, 2012 and, as contemplated in the agreement, retained ERG's \$3 million escrow deposit. ERG filed suit the following day in the 61st Judicial

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District Court of Harris County, Texas, in a case styled ERG Resources, LLC v. Nabors Global Holdings II Limited, Ramshorn International Limited, and Parex Resources, Inc.; Cause No. 2012-16446, seeking injunctive relief to halt any sale of the shares to a third party, specifically naming as defendant Parex Resources, Inc. (Parex). The lawsuit also seeks monetary damages of up to \$100 million based on an alleged breach of contract by NGH2L and alleged tortious interference with contractual relations by Parex. Nabors successfully defeated ERG's effort to obtain a temporary restraining order from the Texas court on March 20, 2012. Nabors completed the sale of Ramshorn's Class A shares to a Parex affiliate on April 12, 2012, which mooted ERG's application for a temporary injunction that was scheduled for hearing by the Texas court on April 13, 2012. ERG retains its causes of action for monetary damages, but Nabors believes the claims are foreclosed by the terms of the agreement and are without factual or legal merit. Although we are vigorously defending the lawsuit, its ultimate outcome cannot be determined at this time.

Off-Balance Sheet Arrangements (Including Guarantees)

We are a party to some transactions, agreements or other contractual arrangements defined as off-balance sheet arrangements that could have a material future effect on our financial position, results of operations, liquidity and capital resources. The most significant of these off-balance sheet arrangements involve agreements and obligations under which we provide financial or performance assurance to third parties. Certain of these agreements serve as guarantees, including standby letters of credit issued on behalf of insurance carriers in conjunction with our workers compensation insurance program and other financial surety instruments such as bonds. In addition, we have provided indemnifications, which serve as guarantees, to some third parties. These guarantees include indemnification provided by Nabors to our share transfer agent and our insurance carriers. We are not able to estimate the potential future maximum payments that might be due under our indemnification guarantees.

Management believes the likelihood that we would be required to perform or otherwise incur any material losses associated with any of these guarantees is remote. The following table summarizes the total maximum amount of financial guarantees issued by Nabors:

| | Remainder of 2013 | 2014 | Maximum Amount | | Total |
|--|----------------------|--------|------------------------|------------|-----------|
| | | | 2015 (In thousands) | Thereafter | |
| Financial standby letters of credit and other financial surety instruments | \$ 4,765 | 59,482 | | 11,933 | \$ 76,180 |

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A reconciliation of the numerators and denominators of the basic and diluted earnings (losses) per share computations is as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| (In thousands, except per share amounts) | | | | |
| Net income (loss) (numerator): | | | | |
| Income (loss) from continuing operations, net of tax | \$ (90,510) | \$ 64,489 | \$ 29,825 | \$ 100,616 |
| Less: net (income) loss attributable to noncontrolling interest | (441) | (988) | (6,154) | 453 |
| Less: (earnings) losses allocated to unvested shareholders | 1,411 | | 671 | |
| Adjusted income (loss) from continuing operations - basic and diluted | \$ (89,540) | \$ 63,501 | \$ 24,342 | \$ 101,069 |
| Income (loss) from discontinued operations, net of tax | \$ (14,430) | \$ 12,155 | \$ (34,292) | \$ 35,888 |
| Earnings (losses) per share: | | | | |
| Basic from continuing operations | \$ (0.30) | \$ 0.22 | \$ 0.08 | \$ 0.35 |
| Basic from discontinued operations | (0.05) | 0.04 | (0.11) | 0.12 |
| Total Basic | \$ (0.35) | \$ 0.26 | \$ (0.03) | \$ 0.47 |
| Diluted from continuing operations | \$ (0.30) | \$ 0.22 | \$ 0.08 | \$ 0.35 |
| Diluted from discontinued operations | (0.05) | 0.04 | (0.11) | 0.12 |
| Total Diluted | \$ (0.35) | \$ 0.26 | \$ (0.03) | \$ 0.47 |
| Shares (denominator): | | | | |
| Weighted-average number of shares outstanding - basic | 295,076 | 290,367 | 293,837 | 289,822 |
| Net effect of dilutive stock options, warrants and restricted stock awards based on the if-converted method | | 2,134 | 2,371 | 2,468 |
| Weighted-average number of shares outstanding - diluted | 295,076 | 292,501 | 296,208 | 292,290 |

For all periods presented, the computation of diluted earnings (losses) per share excludes outstanding stock options and warrants with exercise prices greater than the average market price of our common shares, because their inclusion would be anti-dilutive and because they are not considered participating securities. In periods of net loss from continuing operations, outstanding stock options, warrants and restricted stock are excluded because they are anti-dilutive when using the if-converted method, as reflected for the three months ended September 30, 2013.

The average number of options and warrants that were excluded from diluted earnings (losses) per share that would potentially dilute earnings per share were 18,786,837 and 15,010,906 shares during the three months ended September 30, 2013 and 2012, respectively, and 11,887,169 and 13,934,259 shares during the nine months ended September 30, 2013 and 2012, respectively. In any period during which the average market price of our common shares exceeds the exercise prices of these stock options and warrants, such stock options and warrants will be included in our diluted earnings (losses) per share computation using the if-converted method of accounting. Restricted stock is included in our basic and diluted earnings (losses) per share computation using the two-class method of accounting in all periods because such stock is considered participating securities.

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Accrued liabilities include the following:

| | September 30, 2013 | December 31, 2012 |
|--|-----------------------|----------------------|
| | (In thousands) | |
| Accrued compensation | \$ 165,022 | \$ 158,095 |
| Deferred revenue | 183,049 | 148,165 |
| Other taxes payable | 63,504 | 58,590 |
| Workers compensation liabilities | 22,645 | 22,645 |
| Interest payable | 19,012 | 90,878 |
| Warranty accrual | 6,172 | 6,436 |
| Litigation reserves | 28,597 | 26,782 |
| Current liability to discontinued operations | 64,278 | 68,961 |
| Professional fees | 3,228 | 2,989 |
| Current deferred tax liability | 12,105 | 10,721 |
| Other accrued liabilities | 11,864 | 5,118 |
| | \$ 579,476 | \$ 599,380 |

Investment income (loss) includes the following:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------------------------|-------------------------------------|----------|------------------------------------|--------------|
| | 2013 | 2012 | 2013 | 2012 |
| | (In thousands) | | | |
| Interest and dividend income | \$ 1,107 | \$ 1,160 | \$ 4,225 | \$ 6,110 |
| Gains (losses) on investments, net | 122 | 6,064(1) | 91,246(2) | 26,734(1)(3) |
| | \$ 1,229 | \$ 7,224 | \$ 95,471 | \$ 32,844 |

(1) Includes net unrealized gains of \$4.2 million and \$11.6 million from our trading securities during the three and nine months ended September 30, 2012, respectively.

(2) Includes realized gains of \$88.2 million from available-for-sale debt and equity securities and net realized gains of \$2.5 million from our trading securities.

(3) Includes \$14.0 million realized gain related to debt securities in addition to unrealized gains discussed above.

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Losses (gains) on sales and disposals of long-lived assets and other expense (income), net includes the following:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| | (In thousands) | | | |
| Losses (gains) on sales, disposals and involuntary conversions of long-lived assets | \$ 2,806 | \$ 2,592 | \$ 8,150 | \$ 6,773 |
| Litigation expenses | 1,983 | 3,255 | 7,642 | 8,791 |
| Foreign currency transaction losses (gains) | (290) | 2,766 | 7,017 | 5,021 |
| Other losses (gains) | (1,233) | 1,603 | 4,436 | 1,192 |
| | \$ 3,266 | \$ 10,216 | \$ 27,245 | \$ 21,777 |

Impairments and other charges include the following:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------------------------|-------------------------------------|------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| | (In thousands) | | | |
| Termination of employment contract | \$ | \$ | \$ 45,000(1) | \$ |
| Loss on tendered notes | 208,197 | | 208,197(2) | |
| Provision for retirement of assets | 14,044 | | 14,044(3) | 46,264(5) |
| Impairment of long-lived assets | 20,000 | | 20,000(4) | |
| Intangible asset impairment | | | | 74,960(6) |
| Goodwill impairment | | | | 26,279(7) |
| | \$ 242,241 | \$ | \$ 287,241 | \$ 147,503 |

(1) Represents a one-time stock grant valued at \$27 million, which vested immediately, and \$18 million in cash awarded and paid to Mr. Petrello in connection with the termination of his prior employment agreement. See Note 9 Commitments and Contingencies for additional discussion.

(2) Represents the loss related to the extinguishment of debt in connection with the tender offer on the 9.25% senior notes. See Note 6 Debt for additional discussion.

(3) Represents provision for retirement of long-lived assets in our International operations totaling \$14.0 million, which reduced the carrying value of some assets to their salvage value. The retirements were related to assets in Saudi Arabia and included obsolete top-drives, nonworking trucks, generators, engines and other miscellaneous equipment. A continued period of lower oil prices and its potential impact on our utilization and dayrates could result in the recognition of future impairment charges to additional assets if future cash flow estimates, based upon information then available to management, indicate that the carrying value of those assets may not be recoverable.

(4) Represents impairment of \$20.0 million to our fleet of coil-tubing units in our Completion & Production Services operating segment. Intense competition and oversupply of equipment has led to lower utilization and margins for this product line, and we have recently decided to suspend the majority of our operations for these assets. When these factors were considered as part of our annual impairment tests on long-lived assets, the sum of the estimated future cash flows, on an undiscounted basis, was less than the carrying amount of these assets. The estimated fair values of these assets were calculated using discounted cash flow models involving assumptions based on our utilization of the assets, revenues as well as direct costs, capital expenditures and working capital requirements. We believe

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the fair value estimated for purposes of these tests represents a Level 3 fair value measurement. A prolonged period of slow economic recovery could continue to adversely affect the demand for and prices of our services, which could result in future impairment charges for other reporting units due to the potential impact on our estimate of our future operating results.

(5) Represents a provision for retirement of long-lived assets totaling \$46.3 million in multiple operating segments, which reduced the carrying value of some assets to their salvage value. The retirements in our Canada operations included functionally inoperable rigs and other drilling equipment. In our Completion & Production operations, the retirements related to rigs and vehicles that would require significant repair to return to work and other non-core assets. A prolonged period of lower natural gas and oil prices and its potential impact on our utilization and dayrates could result in the recognition of future impairment charges to additional assets if future cash flow estimates, based upon information then available to management, indicate that the carrying value of those assets may not be recoverable.

(6) Represents impairment of the Superior trade name. The Superior trade name was initially classified as a ten-year intangible asset at the date of acquisition in September 2010. The impairment is a result of the decision to cease using the Superior trade name to reduce confusion in the marketplace and enhance the Nabors brand.

(7) Represents the impairment of goodwill associated with our U.S. Offshore and International reporting units. The impairments were deemed necessary due to the prolonged uncertainty of utilization of some of our rigs as a result of changes in our customers' plans for future drilling operations in the Gulf of Mexico as well as our international markets. A prolonged period of lower natural gas prices or changes in laws and regulations could continue to adversely affect the demand for and prices of our services, which could result in future goodwill impairment charges for other reporting units due to the potential impact on our estimate of future operating results.

The changes in accumulated other comprehensive income (loss), by component, include the following:

| | Gains (losses) on cash flow hedges | Unrealized gains (losses) on available-for- sale securities | Defined benefit pension plan items (In thousands (a)) | Foreign currency items | Total |
|--|--|--|--|---------------------------|------------|
| As of January 1, 2013 | \$ (2,793) | \$ 134,229 | \$ (7,632) | \$ 307,791 | \$ 431,595 |
| Other comprehensive income (loss) before reclassifications | | 1,549 | | (36,853) | (35,304) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 280 | (85,456) | 516 | | (84,660) |
| Net other comprehensive income (loss) | 280 | (83,907) | 516 | (36,853) | (119,964) |
| As of September 30, 2013 | \$ (2,513) | \$ 50,322 | \$ (7,116) | \$ 270,938 | \$ 311,631 |

(a) All amounts are net of tax. Amounts in parentheses indicate debits.

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The line items that were reclassified from net income include the following:

| Line item in consolidated statement of income (loss) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| | (In thousands) | | | |
| Investment income (loss) | \$ 2 | \$ 1,523 | \$ 88,159 | \$ 14,007 |
| Interest expense | 153 | 166 | 459 | 548 |
| General and administrative expenses | 280 | 260 | 842 | 780 |
| Total before tax | \$ (431) | \$ 1,097 | \$ 86,858 | \$ 12,679 |
| Tax expense (benefit) | (168) | 272 | 2,198 | 3,856 |
| Reclassification adjustment for (gains)/losses included in net income (loss) | \$ (263) | \$ 825 | \$ 84,660 | \$ 8,823 |

Other

In January 2013, we purchased the business of NES for a total cash price of approximately \$37.5 million. This business expands our technology and development capability for drilling and measurement tools and services, and is included in our Rig Services operating segment. The purchase price was allocated to the net tangible and intangible assets acquired based on their preliminary fair value estimates as of January 18, 2013. The excess of the purchase price over the fair values of the assets acquired was recorded as goodwill in the amount of \$15.8 million.

Note 12 Assets Held-for-Sale and Discontinued Operations**Assets Held-for-Sale**

Assets held-for-sale included the following:

| Assets Held-for-Sale | September 30, 2013 | December 31, 2012 |
|----------------------|-----------------------|----------------------|
| | (In thousands) | |
| Oil and Gas (1) | \$ 264,710(2) | \$ 377,625 |
| Rig Services (3) | 131,491 | 6,232 |
| | \$ 396,201 | \$ 383,857 |

(1) Oil and Gas represents a former operating segment of the Company. We began marketing efforts during 2010 to sell our oil and gas investments. As of December 2012, all remaining assets relating to oil and gas were classified as held-for-sale.

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(2) During the nine months ended September 30, 2013, the carrying value of these assets was adjusted by \$34.4 million to reflect the sales price or current fair value. In July 2013, we sold some of our gas and oil assets and received initial proceeds of \$90 million, subject to customary post-closing adjustments.

(3) Represents the carrying value of Peak assets at September 30, 2013. Peak provided heavy equipment to move drilling rigs, water, other fluids and construction materials. At September 30, 2013, the accounting criteria of assets held for sale was met and accordingly, we reclassified the carrying value of these assets to assets held-for-sale. We completed our sale of Peak subsegment to September 30, 2013. The Rig Services balance at December 31, 2012 represents the assets of our logistics services that were sold on April 1, 2013 for a price of \$9.3 million.

Table of Contents**Discontinued Operations**

Our condensed statements of income (loss) from discontinued operations for each operating segment were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| (In thousands) | | | | |
| Operating revenues | | | | |
| Oil and Gas | \$ 2,577 | \$ 12,859 | \$ 24,616 | \$ 19,079 |
| Rig Services | \$ 34,776 | \$ 44,846 | \$ 116,534 | \$ 140,210 |
| Income (loss) from Oil and Gas discontinued operations: | | | | |
| Income (loss) from discontinued operations | \$ (8,555) | \$ 5,527 | \$ (11,227) | \$ (2,752) |
| Less: Impairment charges or other (gains) and losses on sale of wholly owned assets | 4,834 | (3,961) | 47,027(1) | (40,429) |
| Less: Income tax expense (benefit) | 2,011 | (1,604) | (9,154) | 2,623 |
| Income (loss) from Oil and Gas discontinued operations, net of tax | \$ (15,400) | \$ 11,092 | \$ (49,100) | \$ 35,054 |
| Income (loss) from Rig Services discontinued operations: (2) | | | | |
| Income (loss) from discontinued operations | \$ 1,394 | \$ 4,409 | \$ 19,011 | \$ 12,509 |
| Less: Impairment charges or other (gains) and losses on sale of long-lived assets | 67 | 2,459 | (922) | 7,728 |
| Less: Income tax expense (benefit) | 357 | 887 | 5,125 | 3,947 |
| Income (loss) from Rig Services discontinued operations, net of tax | \$ 970 | \$ 1,063 | \$ 14,808 | \$ 834 |

(1) The carrying value of some assets was adjusted. Refer to discussion above.

(2) Income (loss) from Rig Services discontinued operations includes the operating results from Peak and our discontinued logistics services for all periods presented.

We have contracts with pipeline companies to pay specified fees based on committed volumes for gas transport and processing. At September 30, 2013, our undiscounted contractual commitments for these contracts approximated \$279.9 million, and we had liabilities of \$170.5 million, \$58.3 million of which were classified as current and are included in accrued liabilities. At December 31, 2012, we had liabilities of \$206 million, \$69 million of which were classified as current and included in accrued liabilities. These amounts represent our best estimate of the fair value of the excess capacity of the pipeline commitments calculated using a discounted cash flow model, when considering our disposal plan, current production levels, natural gas prices and expected utilization of the pipeline over the remaining contractual term. Decreases in actual production or natural gas prices could result in future charges related to excess pipeline commitments.

Table of Contents**Note 13 Segment Information**

The following table sets forth financial information with respect to our operating segments:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|--------------|------------------------------------|--------------|
| | 2013 | 2012 | 2013 | 2012 |
| (In thousands) | | | | |
| Operating revenues and Earnings (losses) from unconsolidated affiliates: | | | | |
| Drilling & Rig Services: | | | | |
| U.S. | \$ 491,857 | \$ 555,784 | \$ 1,443,759 | \$ 1,781,654 |
| Canada | 81,397 | 102,993 | 273,053 | 313,743 |
| International | 383,712 | 329,245 | 1,056,649 | 940,332 |
| Rig Services (1) | 131,151 | 151,625 | 383,502 | 533,934 |
| Subtotal Drilling & Rig Services (2) | 1,088,117 | 1,139,647 | 3,156,963 | 3,569,663 |
| Completion & Production Services: | | | | |
| Production Services | 246,806 | 254,827 | 742,979 | 752,466 |
| Completion Services | 266,520 | 381,241 | 782,674 | 1,166,940 |
| Subtotal Completion & Production Services (3) | 513,326 | 636,068 | 1,525,653 | 1,919,406 |
| Other reconciling items (4) | (53,252) | (145,335) | (136,726) | (519,083) |
| Total | \$ 1,548,191 | \$ 1,630,380 | \$ 4,545,890 | \$ 4,969,986 |

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| (In thousands) | | | | |
| Adjusted income (loss) derived from operating activities (5) | | | | |
| Drilling & Rig Services: | | | | |
| U.S. | \$ 92,710 | \$ 115,207 | \$ 240,118 | \$ 427,291 |
| Canada | 12,244 | 21,679 | 46,657 | 64,296 |
| International | 54,271 | 30,299 | 108,221 | 67,838 |
| Rig Services (1) | 2,357 | 14,027 | (1,739) | 58,626 |
| Subtotal Drilling & Rig Services (2) | 161,582 | 181,212 | 393,257 | 618,051 |
| Completion & Production Services: | | | | |
| Production Services | 25,909 | 34,035 | 75,394 | 87,461 |
| Completion Services | 13,024 | 47,218 | 37,650 | 158,222 |
| Subtotal Completion & Production Services (3) | 38,933 | 81,253 | 113,044 | 245,683 |
| Other reconciling items (6) | (34,622) | (36,630) | (107,666) | (110,442) |
| Total adjusted income (loss) derived from operating activities | \$ 165,893 | \$ 225,835 | \$ 398,635 | \$ 753,292 |
| U.S. oil and gas joint venture earnings (losses) | | (98,805) | | (301,801) |
| Interest expense | (56,059) | (63,776) | (176,343) | (190,068) |

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| | | | | |
|--|--------------|-----------|-----------|------------|
| Investment income (loss) | 1,229 | 7,224 | 95,471 | 32,844 |
| Gains (losses) on sales and disposals of long-lived assets and other income (expense), net | (3,266) | (10,216) | (27,245) | (21,777) |
| Impairments and other charges | (242,241) | | (287,241) | (147,503) |
| Income (loss) from continuing operations before income taxes | \$ (134,444) | \$ 60,262 | \$ 3,277 | \$ 124,987 |

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| | September 30, 2013 | | December 31, 2012 |
|--|-----------------------|----|----------------------|
| | (In thousands) | | |
| Total assets: | | | |
| Drilling & Rig Services: | | | |
| U.S. | \$ 4,227,580 | \$ | 4,157,470 |
| Canada | 633,913 | | 699,699 |
| International | 3,528,697 | | 3,626,307 |
| Rig Services | 642,875 | | 644,350 |
| Subtotal Drilling & Rig Services (7) | 9,033,065 | | 9,127,826 |
| Completion & Production Services (8) (9) | 2,224,980 | | 2,301,802 |
| Other reconciling items (6) | 944,071 | | 1,226,394 |
| Total assets: | \$ 12,202,116 | \$ | 12,656,022 |

(1) Includes our drilling technology and top drive manufacturing, directional drilling, rig instrumentation and software, and construction services. These services represent our other businesses that are not aggregated into a reportable operating segment.

(2) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of \$(2.9) million and \$(0.7) million for the three months ended September 30, 2013 and 2012, respectively, and \$1.0 million and \$(0.7) million for the nine months ended September 30, 2013 and 2012, respectively.

(3) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of \$0.3 million and \$0.6 million for the three and nine months ended September 30, 2013, respectively.

(4) Represents the elimination of inter-segment transactions and earnings (losses), net from our former U.S. unconsolidated oil and gas joint venture, accounted for using the equity method, of \$(98.8) million and \$(301.8) million for the three and nine months ended September 30, 2012, respectively. In December 2012, we sold our equity interest in the oil and gas joint venture.

(5) Adjusted income (loss) derived from operating activities is computed by subtracting the sum of direct costs, general and administrative expenses, depreciation and amortization, and earnings (losses) from our former U.S. oil and gas joint venture from the sum of Operating revenues and Earnings (losses) from unconsolidated affiliates. These amounts should not be used as a substitute for the amounts reported in accordance with GAAP. However, management evaluates the performance of our business units and the consolidated company based on several criteria, including adjusted income (loss) derived from operating activities, because it believes that these financial measures accurately reflect our ongoing profitability. A reconciliation of this non-GAAP measure to income (loss) from continuing operations before income taxes, which is a GAAP measure, is provided in the above table.

(6) Represents the elimination of inter-segment transactions and unallocated corporate expenses, assets and capital expenditures.

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(7) Includes \$60.9 million and \$59.9 million of investments in unconsolidated affiliates accounted for using the equity method as of September 30, 2013 and December 31, 2012, respectively.

(8) Reflects assets allocated to the line of business to conduct its operations. Further allocation to individual operating segments of Completion & Production Services is not available.

(9) Includes \$8.0 million and \$1.8 million of investments in unconsolidated affiliates accounted for using the equity method as of September 30, 2013 and December 31, 2012, respectively.

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Note 14 Condensed Consolidating Financial Information

Nabors has fully and unconditionally guaranteed all of the issued public debt securities of Nabors Delaware. The following condensed consolidating financial information is included so that separate financial statements of Nabors Delaware are not required to be filed with the SEC. The condensed consolidating financial statements present investments in both consolidated and unconsolidated affiliates using the equity method of accounting.

The following condensed consolidating financial information presents condensed consolidating balance sheets as of September 30, 2013 and December 31, 2012, statements of income (loss) and statements of other comprehensive income (loss) for the three and nine months ended September 30, 2013 and 2012, and the statements of cash flows for the nine months ended September 30, 2013 and 2012 of (a) Nabors, parent/guarantor, (b) Nabors Delaware, issuer of public debt securities guaranteed by Nabors, (c) the non-guarantor subsidiaries, (d) consolidating adjustments necessary to consolidate Nabors and its subsidiaries and (e) Nabors on a consolidated basis.

We corrected our condensed consolidating statement of cash flows for classification of changes in inter-company balances between Nabors Delaware (Issuer) and Other Subsidiaries (Non-Guarantors) for the nine months ended September 30, 2012 to present them as cash flows from investing activities rather than cash flows from operating activities. For Nabors Delaware (Issuer), cash used for operating activities decreased \$51.3 million and cash used for investing activities increased by the same amount for the nine months ended September 30, 2012. For Other Subsidiaries (Non-Guarantors), cash provided by operating activities decreased \$51.3 million and cash used for investing activities decreased by the same amount for the nine months ended September 30, 2012. The impact of these revisions is not material to the related financial statements taken as a whole. Certain reclassifications to inter-company payable and receivable balances in the condensed consolidating balance sheet have been made to the prior period to conform to current period presentation, with no effect on our consolidated financial position, results of operations or cash flows.

Table of Contents**Condensed Consolidating Balance Sheets**

| | September 30, 2013 | | | | | |
|--|---|---|--|--------------------------------------|----|---------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | | Total |
| ASSETS | | | | | | |
| Current assets: | | | | | | |
| Cash and cash equivalents | \$ 1,794 | \$ 7,018 | \$ 387,111 | \$ | \$ | \$ 395,923 |
| Short-term investments | | | 96,015 | | | 96,015 |
| Assets held for sale | | | 396,201 | | | 396,201 |
| Accounts receivable, net | | | 1,362,434 | | | 1,362,434 |
| Inventory | | | 229,494 | | | 229,494 |
| Deferred income taxes | | | 239,171 | | | 239,171 |
| Other current assets | 50 | 22,338 | 214,829 | | | 237,217 |
| Total current assets | 1,844 | 29,356 | 2,925,255 | | | 2,956,455 |
| Long-term investments | | | 3,371 | | | 3,371 |
| Property, plant and equipment, net | | 34,686 | 8,429,118 | | | 8,463,804 |
| Goodwill | | | 479,557 | | | 479,557 |
| Intercompany receivables | 166,731 | 3,893 | 1,414,822 | (1,585,446) | | |
| Investment in unconsolidated affiliates | 5,657,795 | 6,047,144 | 1,840,765 | (13,476,797) | | 68,907 |
| Other long-term assets | | 35,508 | 194,514 | | | 230,022 |
| Total assets | \$ 5,826,370 | \$ 6,150,587 | \$ 15,287,402 | \$ (15,062,243) | \$ | \$ 12,202,116 |
| LIABILITIES AND EQUITY | | | | | | |
| Current liabilities: | | | | | | |
| Current portion of debt | \$ | \$ | \$ 11,441 | \$ | \$ | \$ 11,441 |
| Trade accounts payable | 87 | 27 | 521,019 | | | 521,133 |
| Accrued liabilities | 115 | 21,291 | 558,070 | | | 579,476 |
| Income taxes payable | | | 13,372 | | | 13,372 |
| Total current liabilities | 202 | 21,318 | 1,103,902 | | | 1,125,422 |
| Long-term debt | | 4,035,974 | 53 | | | 4,036,027 |
| Other long-term liabilities | | 31,049 | 410,323 | | | 441,372 |
| Deferred income taxes | | (172,709) | 865,223 | | | 692,514 |
| Intercompany payable | | 1,585,446 | | (1,585,446) | | |
| Total liabilities | 202 | 5,501,078 | 2,379,501 | (1,585,446) | | 6,295,335 |
| Subsidiary preferred stock | | | 69,188 | | | 69,188 |
| Shareholders' equity | 5,826,168 | 649,509 | 12,827,288 | (13,476,797) | | 5,826,168 |
| Noncontrolling interest | | | 11,425 | | | 11,425 |
| Total equity | 5,826,168 | 649,509 | 12,838,713 | (13,476,797) | | 5,837,593 |
| Total liabilities and equity | \$ 5,826,370 | \$ 6,150,587 | \$ 15,287,402 | \$ (15,062,243) | \$ | \$ 12,202,116 |

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| | December 31, 2012 | | | | | |
|---|----------------------------------|--------------------------------|---|------------------------------|--|---------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | | Total |
| ASSETS | | | | | | |
| Current assets: | | | | | | |
| Cash and cash equivalents | \$ 1,639 | \$ 106,778 | \$ 416,505 | \$ | | \$ 524,922 |
| Short-term investments | | | 253,282 | | | 253,282 |
| Assets held for sale | | | 383,857 | | | 383,857 |
| Accounts receivable, net | | | 1,382,623 | | | 1,382,623 |
| Inventory | | | 251,133 | | | 251,133 |
| Deferred income taxes | | | 110,480 | | | 110,480 |
| Other current assets | 50 | | 226,510 | | | 226,560 |
| Total current assets | 1,689 | 106,778 | 3,024,390 | | | 3,132,857 |
| Long-term investments | | | 4,269 | | | 4,269 |
| Property, plant and equipment, net | | 37,300 | 8,674,788 | | | 8,712,088 |
| Goodwill | | | 472,326 | | | 472,326 |
| Intercompany receivables | 174,948 | 1,690,636 | 670,404 | (2,535,988) | | |
| Investment in unconsolidated affiliates | 5,769,518 | 5,129,458 | 395,246 | (11,232,532) | | 61,690 |
| Other long-term assets | | 31,904 | 240,888 | | | 272,792 |
| Total assets | \$ 5,946,155 | \$ 6,996,076 | \$ 13,482,311 | \$ (13,768,520) | | \$ 12,656,022 |
| LIABILITIES AND EQUITY | | | | | | |
| Current liabilities: | | | | | | |
| Short-term debt | \$ | \$ | \$ 364 | \$ | | \$ 364 |
| Trade accounts payable | 116 | 23 | 498,871 | | | 499,010 |
| Accrued liabilities | 1,110 | 91,520 | 506,750 | | | 599,380 |
| Income taxes payable | | | 33,628 | | | 33,628 |
| Total current liabilities | 1,226 | 91,543 | 1,039,613 | | | 1,132,382 |
| Long-term debt | | 4,379,263 | 73 | | | 4,379,336 |
| Other long-term liabilities | | 30,983 | 487,681 | | | 518,664 |
| Deferred income taxes | | (24,906) | 624,241 | | | 599,335 |
| Intercompany payable | | 2,535,988 | | (2,535,988) | | |
| Total liabilities | 1,226 | 7,012,871 | 2,151,608 | (2,535,988) | | 6,629,717 |
| Subsidiary preferred stock | | | 69,188 | | | 69,188 |
| Shareholders' equity | 5,944,929 | (16,795) | 11,249,327 | (11,232,532) | | 5,944,929 |
| Noncontrolling interest | | | 12,188 | | | 12,188 |
| Total equity | 5,944,929 | (16,795) | 11,261,515 | (11,232,532) | | 5,957,117 |
| Total liabilities and equity | \$ 5,946,155 | \$ 6,996,076 | \$ 13,482,311 | \$ (13,768,520) | | \$ 12,656,022 |

Table of Contents**Condensed Consolidating Statements of Income (Loss)**

| | Three Months Ended September 30, 2013 | | | | |
|--|--|---|--|--------------------------------------|---------------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Revenues and other income: | | | | | |
| Operating revenues | \$ | \$ | \$ 1,550,819 | \$ | \$ 1,550,819 |
| Earnings from unconsolidated affiliates | | | (2,628) | | (2,628) |
| Earnings (losses) from consolidated affiliates | (102,137) | 88,554 | (82,783) | 96,366 | |
| Investment income (loss) | | 3 | 2,363 | (1,137) | 1,229 |
| Intercompany interest income | | 31 | | (31) | |
| Total revenues and other income | (102,137) | 88,588 | 1,467,771 | 95,198 | 1,549,420 |
| Costs and other deductions: | | | | | |
| Direct costs | | | 980,911 | | 980,911 |
| General and administrative expenses | 3,089 | (311) | 125,319 | (154) | 127,943 |
| Depreciation and amortization | | 902 | 272,542 | | 273,444 |
| Interest expense | | 59,417 | (3,358) | | 56,059 |
| Intercompany interest expense | | | 31 | (31) | |
| Losses (gains) on sales of long-lived assets and other expense (income), net | 155 | 211,989 | (209,032) | 154 | 3,266 |
| Impairments and other charges | | | 242,241 | | 242,241 |
| Total costs and other deductions | 3,244 | 271,997 | 1,408,654 | (31) | 1,683,864 |
| Income from continuing operations before income taxes | (105,381) | (183,409) | 59,117 | 95,229 | (134,444) |
| Income tax expense (benefit) | | (100,626) | 55,942 | | (44,684) |
| Subsidiary preferred stock dividend | | | 750 | | 750 |
| Income (loss) from continuing operations, net of tax | (105,381) | (82,783) | 2,425 | 95,229 | (90,510) |
| Income (loss) from discontinued operations, net of tax | | | (14,430) | | (14,430) |
| Net income (loss) | (105,381) | (82,783) | (12,005) | 95,229 | (104,940) |
| Less: Net (income) loss attributable to noncontrolling interest | | | (441) | | (441) |
| Net income (loss) attributable to Nabors | \$ (105,381) | \$ (82,783) | \$ (12,446) | \$ 95,229 | \$ (105,381) |

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| | Three Months Ended September 30, 2012 | | | | |
|--|--|---|--|--------------------------------------|------------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Revenues and other income: | | | | | |
| Operating revenues | \$ | \$ | \$ 1,729,907 | \$ | \$ 1,729,907 |
| Earnings from unconsolidated affiliates | | | (99,527) | | (99,527) |
| Earnings (losses) from consolidated affiliates | 77,976 | (152,036) | (178,917) | 252,977 | |
| Investment income (loss) | | 2 | 7,222 | | 7,224 |
| Intercompany interest income | | 17,423 | | (17,423) | |
| Total revenues and other income | 77,976 | (134,611) | 1,458,685 | 235,554 | 1,637,604 |
| Costs and other deductions: | | | | | |
| Direct costs | | | 1,107,032 | | 1,107,032 |
| General and administrative expenses | 1,900 | 159 | 129,042 | (420) | 130,681 |
| Depreciation and amortization | | 902 | 264,735 | | 265,637 |
| Interest expense | | 67,391 | (3,615) | | 63,776 |
| Intercompany interest expense | | | 17,423 | (17,423) | |
| Losses (gains) on sales of long-lived assets and other expense (income), net | 420 | (250) | 9,626 | 420 | 10,216 |
| Impairments and other charges | | | | | |
| Total costs and other deductions | 2,320 | 68,202 | 1,524,243 | (17,423) | 1,577,342 |
| Income from continuing operations before income taxes | 75,656 | (202,813) | (65,558) | 252,977 | 60,262 |
| Income tax expense (benefit) | | (18,787) | 13,810 | | (4,977) |
| Subsidiary preferred stock dividend | | | 750 | | 750 |
| Income (loss) from continuing operations, net of tax | 75,656 | (184,026) | (80,118) | 252,977 | 64,489 |
| Income (loss) from discontinued operations, net of tax | | | 12,155 | | 12,155 |
| Net income (loss) | 75,656 | (184,026) | (67,963) | 252,977 | 76,644 |
| Less: Net (income) loss attributable to noncontrolling interest | | | (988) | | (988) |
| Net income (loss) attributable to Nabors | \$ 75,656 | \$ (184,026) | \$ (68,951) | \$ 252,977 | \$ 75,656 |

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| Nine Months Ended September 30, 2013 | | | | | |
|--|----------------------------------|--------------------------------|---|------------------------------|--------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Revenues and other income: | | | | | |
| Operating revenues | \$ | \$ | \$ 4,544,263 | \$ | \$ 4,544,263 |
| Earnings from unconsolidated affiliates | | | 1,627 | | 1,627 |
| Earnings (losses) from consolidated affiliates | 4,731 | 144,574 | (107,091) | (42,214) | |
| Investment income (loss) | 1 | 55 | 98,825 | (3,410) | 95,471 |
| Intercompany interest income | | 92 | | (92) | |
| Total revenues and other income | 4,732 | 144,721 | 4,537,624 | (45,716) | 4,641,361 |
| Costs and other deductions: | | | | | |
| Direct costs | | | 2,948,213 | | 2,948,213 |
| General and administrative expenses | 8,144 | 116 | 382,197 | (434) | 390,023 |
| Depreciation and amortization | | 2,707 | 806,312 | | 809,019 |
| Interest expense | | 184,871 | (8,528) | | 176,343 |
| Intercompany interest expense | | | 92 | (92) | |
| Losses (gains) on sales of long-lived assets and other expense (income), net | 7,209 | 211,921 | (192,319) | 434 | 27,245 |
| Impairments and other charges | | | 287,241 | | 287,241 |
| Total costs and other deductions | 15,353 | 399,615 | 4,223,208 | (92) | 4,638,084 |
| Income from continuing operations before income taxes | (10,621) | (254,894) | 314,416 | (45,624) | 3,277 |
| Income tax expense (benefit) | | (147,803) | 119,005 | | (28,798) |
| Subsidiary preferred stock dividend | | | 2,250 | | 2,250 |
| Income (loss) from continuing operations, net of tax | (10,621) | (107,091) | 193,161 | (45,624) | 29,825 |
| Income (loss) from discontinued operations, net of tax | | | (34,292) | | (34,292) |
| Net income (loss) | (10,621) | (107,091) | 158,869 | (45,624) | (4,467) |
| Less: Net (income) loss attributable to noncontrolling interest | | | (6,154) | | (6,154) |
| Net income (loss) attributable to Nabors | \$ (10,621) | \$ (107,091) | \$ 152,715 | \$ (45,624) | \$ (10,621) |

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| Nine Months Ended September 30, 2012 | | | | | |
|--|----------------------------------|--------------------------------|---|------------------------------|--------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Revenues and other income: | | | | | |
| Operating revenues | \$ | \$ | \$ 5,272,499 | \$ | \$ 5,272,499 |
| Earnings from unconsolidated affiliates | | | (302,513) | | (302,513) |
| Earnings (losses) from consolidated affiliates | 143,448 | (132,659) | (212,494) | 201,705 | |
| Investment income (loss) | | 18 | 32,826 | | 32,844 |
| Intercompany interest income | | 51,433 | | (51,433) | |
| Total revenues and other income | 143,448 | (81,208) | 4,790,318 | 150,272 | 5,002,830 |
| Costs and other deductions: | | | | | |
| Direct costs | | | 3,353,520 | | 3,353,520 |
| General and administrative expenses | 5,449 | 349 | 393,778 | (1,042) | 398,534 |
| Depreciation and amortization | | 2,707 | 763,734 | | 766,441 |
| Interest expense | | 203,826 | (13,758) | | 190,068 |
| Intercompany interest expense | | | 51,433 | (51,433) | |
| Losses (gains) on sales of long-lived assets and other expense (income), net | 1,042 | (1,229) | 20,922 | 1,042 | 21,777 |
| Impairments and other charges | | | 147,503 | | 147,503 |
| Total costs and other deductions | 6,491 | 205,653 | 4,717,132 | (51,433) | 4,877,843 |
| Income from continuing operations before income taxes | 136,957 | (286,861) | 73,186 | 201,705 | 124,987 |
| Income tax expense (benefit) | | (57,055) | 79,176 | | 22,121 |
| Subsidiary preferred stock dividend | | | 2,250 | | 2,250 |
| Income (loss) from continuing operations, net of tax | 136,957 | (229,806) | (8,240) | 201,705 | 100,616 |
| Income (loss) from discontinued operations, net of tax | | | 35,888 | | 35,888 |
| Net income (loss) | 136,957 | (229,806) | 27,648 | 201,705 | 136,504 |
| Less: Net (income) loss attributable to noncontrolling interest | | | 453 | | 453 |
| Net income (loss) attributable to Nabors | \$ 136,957 | \$ (229,806) | \$ 28,101 | \$ 201,705 | \$ 136,957 |

Table of Contents**Condensed Consolidating Statements of Other Comprehensive Income**

| | Three Months Ended September 30, 2013 | | | | | Total |
|--|--|---|--|--------------------------------------|--------------|--------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | | |
| Net income (loss) attributable to Nabors | \$ (105,381) | \$ (82,783) | \$ (12,446) | \$ 95,229 | \$ (105,381) | |
| Other comprehensive income (loss) before taxes: | | | | | | |
| Translation adjustment attributable to Nabors | 15,716 | 331 | 16,046 | (16,377) | 15,716 | |
| Unrealized gains/(losses) on marketable securities: | | | | | | |
| Unrealized gains/(losses) on marketable securities | (3,416) | (135) | (3,551) | 3,686 | (3,416) | |
| Less: reclassification adjustment for (gains)/losses on marketable securities | (2) | | (2) | 2 | (2) | |
| Unrealized gains/(losses) on marketable securities | (3,418) | (135) | (3,553) | 3,688 | (3,418) | |
| Pension liability amortization and adjustment | 280 | 280 | 560 | (840) | 280 | |
| Unrealized gains/(losses) and amortization of (gains)/losses on cash flow hedges | 153 | 153 | 153 | (306) | 153 | |
| Other comprehensive income (loss) before taxes | 12,731 | 629 | 13,206 | (13,835) | 12,731 | |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | 116 | 116 | 173 | (289) | 116 | |
| Other comprehensive income (loss), net of tax | 12,615 | 513 | 13,033 | (13,546) | 12,615 | |
| Comprehensive income (loss) attributable to Nabors | (92,766) | (82,270) | 587 | 81,683 | (92,766) | |
| Net income (loss) attributable to noncontrolling interest | 441 | | 441 | (441) | 441 | |
| Translation adjustment to noncontrolling interest | 229 | | 229 | (229) | 229 | |
| Comprehensive income (loss) attributable to noncontrolling interest | 670 | | 670 | (670) | 670 | |
| Comprehensive income (loss) | \$ (92,096) | \$ (82,270) | \$ 1,257 | \$ 81,013 | \$ (92,096) | |

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| | Three Months Ended September 30, 2012 | | | | | |
|--|--|---|--|--------------------------------------|--|--------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | | Total |
| Net income (loss) attributable to Nabors | \$ 75,656 | \$ (184,026) | \$ (68,951) | \$ 252,977 | | \$ 75,656 |
| Other comprehensive income (loss) before taxes: | | | | | | |
| Translation adjustment attributable to Nabors | 31,550 | (99) | 31,451 | (31,352) | | 31,550 |
| Unrealized gains/(losses) on marketable securities: | | | | | | |
| Unrealized gains/(losses) on marketable securities | 13,667 | 6 | 13,673 | (13,679) | | 13,667 |
| Less: reclassification adjustment for (gains)/losses on marketable securities | (1,523) | (1,200) | (2,723) | 3,923 | | (1,523) |
| Unrealized gains/(losses) on marketable securities | 12,144 | (1,194) | 10,950 | (9,756) | | 12,144 |
| Pension liability amortization and adjustment | 260 | 260 | 520 | (780) | | 260 |
| Unrealized gains/(losses) and amortization of (gains)/losses on cash flow hedges | 166 | 166 | 166 | (332) | | 166 |
| Other comprehensive income (loss) before taxes | 44,120 | (867) | 43,087 | (42,220) | | 44,120 |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | (272) | (272) | (604) | 876 | | (272) |
| Other comprehensive income (loss), net of tax | 44,392 | (595) | 43,691 | (43,096) | | 44,392 |
| Comprehensive income (loss) attributable to Nabors | 120,048 | (184,621) | (25,260) | 209,881 | | 120,048 |
| Net income (loss) attributable to noncontrolling interest | 988 | | 988 | (988) | | 988 |
| Translation adjustment to noncontrolling interest | 390 | | 390 | (390) | | 390 |
| Comprehensive income (loss) attributable to noncontrolling interest | 1,378 | | 1,378 | (1,378) | | 1,378 |
| Comprehensive income (loss) | \$ 121,426 | \$ (184,621) | \$ (23,882) | \$ 208,503 | | \$ 121,426 |

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| | Nine Months Ended September 30, 2013 | | | | |
|--|--------------------------------------|--------------------------------|---|------------------------------|--------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Net income (loss) attributable to Nabors | \$ (10,621) | \$ (107,091) | \$ 152,715 | \$ (45,624) | \$ (10,621) |
| Other comprehensive income (loss) before taxes: | | | | | |
| Translation adjustment attributable to Nabors | (36,853) | 185 | (36,669) | 36,484 | (36,853) |
| Unrealized gains/(losses) on marketable securities: | | | | | |
| Unrealized gains/(losses) on marketable securities | 1,586 | 98 | 1,684 | (1,782) | 1,586 |
| Less: reclassification adjustment for (gains)/losses on marketable securities | (88,159) | (7,114) | (95,273) | 102,387 | (88,159) |
| Unrealized gains/(losses) on marketable securities | (86,573) | (7,016) | (93,589) | 100,605 | (86,573) |
| Pension liability amortization and adjustment | 842 | 842 | 1,684 | (2,526) | 842 |
| Unrealized gains/(losses) and amortization of (gains)/losses on cash flow hedges | 459 | 459 | 459 | (918) | 459 |
| Other comprehensive income (loss) before taxes | (122,125) | (5,530) | (128,115) | 133,645 | (122,125) |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | (2,161) | (2,161) | (4,499) | 6,660 | (2,161) |
| Other comprehensive income (loss), net of tax | (119,964) | (3,369) | (123,616) | 126,985 | (119,964) |
| Comprehensive income (loss) attributable to Nabors | (130,585) | (110,460) | 29,099 | 81,361 | (130,585) |
| Net income (loss) attributable to noncontrolling interest | 6,154 | | 6,154 | (6,154) | 6,154 |
| Translation adjustment to noncontrolling interest | (572) | | (572) | 572 | (572) |
| Comprehensive income (loss) attributable to noncontrolling interest | 5,582 | | 5,582 | (5,582) | 5,582 |
| Comprehensive income (loss) | \$ (125,003) | \$ (110,460) | \$ 34,681 | \$ 75,779 | \$ (125,003) |

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| | Nine Months Ended September 30, 2012 | | | | | |
|--|--------------------------------------|--------------------------------|---|------------------------------|--|------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | | Total |
| Net income (loss) attributable to Nabors | \$ 136,957 | \$ (229,806) | \$ 28,101 | \$ 201,705 | | \$ 136,957 |
| Other comprehensive income (loss) before taxes: | | | | | | |
| Translation adjustment attributable to Nabors | 29,157 | (100) | 29,057 | (28,957) | | 29,157 |
| Unrealized gains/(losses) on marketable securities: | | | | | | |
| Unrealized gains/(losses) on marketable securities | 20,882 | 17 | 20,899 | (20,916) | | 20,882 |
| Less: reclassification adjustment for (gains)/losses on marketable securities | (14,007) | (11,488) | (25,495) | 36,983 | | (14,007) |
| Unrealized gains/(losses) on marketable securities | 6,875 | (11,471) | (4,596) | 16,067 | | 6,875 |
| Pension liability amortization and adjustment | 780 | 779 | 1,560 | (2,339) | | 780 |
| Unrealized gains/(losses) and amortization of (gains)/losses on cash flow hedges | 548 | 548 | 548 | (1,096) | | 548 |
| Other comprehensive income (loss) before taxes | 37,360 | (10,244) | 26,569 | (16,325) | | 37,360 |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | (3,856) | (3,856) | (7,892) | 11,748 | | (3,856) |
| Other comprehensive income (loss), net of tax | 41,216 | (6,388) | 34,461 | (28,073) | | 41,216 |
| Comprehensive income (loss) attributable to Nabors | 178,173 | (236,194) | 62,562 | 173,632 | | 178,173 |
| Net income (loss) attributable to noncontrolling interest | (453) | | (453) | 453 | | (453) |
| Translation adjustment to noncontrolling interest | 417 | | 417 | (417) | | 417 |
| Comprehensive income (loss) attributable to noncontrolling interest | (36) | | (36) | 36 | | (36) |
| Comprehensive income (loss) | \$ 178,137 | \$ (236,194) | \$ 62,526 | \$ 173,668 | | \$ 178,137 |

Table of Contents**Condensed Consolidating Statements of Cash Flows**

| | Nine Months Ended September 30, 2013 | | | | |
|---|--------------------------------------|--------------------------------|---|------------------------------|------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Net cash provided by (used for) operating activities | \$ 5,671 | \$ (158,238) | \$ 1,098,620 | \$ 28,662 | \$ 974,715 |
| Cash flows from investing activities: | | | | | |
| Sales and maturities of investments | | | 163,944 | | 163,944 |
| Cash paid for acquisition of businesses, net | | | (37,516) | | (37,516) |
| Capital expenditures | | | (780,711) | | (780,711) |
| Proceeds from sale of unconsolidated affiliates | | | 10,000 | | 10,000 |
| Investment in unconsolidated affiliates | | | (5,967) | | (5,967) |
| Proceeds from sales of assets and insurance claims | | | 139,254 | | 139,254 |
| Other | | | (7) | | (7) |
| Cash paid for investments in consolidated affiliates | (100) | (772,000) | (1,544,000) | 2,316,100 | |
| Changes in intercompany balances | | 615,328 | (615,328) | | |
| Net cash provided by (used for) investing activities | (100) | (156,672) | (2,670,331) | 2,316,100 | (511,003) |
| Cash flows from financing activities: | | | | | |
| Increase (decrease) in cash overdrafts | | | (7,497) | | (7,497) |
| Dividends to shareholders | (38,767) | | | 3,410 | (35,357) |
| Debt issuance costs | | (3,505) | | | (3,505) |
| Proceeds from debt | | 698,517 | 11,569 | | 710,086 |
| Proceeds from (payments for) commercial paper, net | | 332,250 | | | 332,250 |
| Proceeds from (payments for) issuance of common shares | 4,375 | | | | 4,375 |
| Reduction in long-term debt | | (994,112) | (69) | | (994,181) |
| Reduction in revolving credit facility | | (590,000) | | | (590,000) |
| Purchase of restricted stock | (3,096) | | | | (3,096) |
| Proceeds from (payments for) issuance of parent common shares to affiliates | 32,072 | | | (32,072) | |
| Proceeds from parent contributions | | 772,000 | 1,544,100 | (2,316,100) | |
| Net cash (used for) provided by financing activities | (5,416) | 215,150 | 1,548,103 | (2,344,762) | (586,925) |
| Effect of exchange rate changes on cash and cash equivalents | | | (5,786) | | (5,786) |
| Net increase (decrease) in cash and cash equivalents | 155 | (99,760) | (29,394) | | (128,999) |
| Cash and cash equivalents, beginning of period | 1,639 | 106,778 | 416,505 | | 524,922 |
| Cash and cash equivalents, end of period | \$ 1,794 | \$ 7,018 | \$ 387,111 | \$ | \$ 395,923 |

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| | Nine Months Ended September 30, 2012 | | | | |
|--|--------------------------------------|--------------------------------|---|------------------------------|--------------|
| | Nabors (Parent/ Guarantor) | Nabors Delaware (Issuer) | Other Subsidiaries (Non- Guarantors) (In thousands) | Consolidating Adjustments | Total |
| Net cash provided by (used for) operating activities | \$ 6,572 | \$ (37,698) | \$ 1,155,677 | \$ (30,506) | \$ 1,094,045 |
| Cash flows from investing activities: | | | | | |
| Purchases of investments | | | (949) | | (949) |
| Sales and maturities of investments | | | 30,111 | | 30,111 |
| Capital expenditures | | | (1,221,769) | | (1,221,769) |
| Proceeds from sales of assets and insurance claims | | | 128,432 | | 128,432 |
| Cash paid for investments in consolidated affiliates | | | | | |
| Changes in intercompany balances | | (51,262) | 51,262 | | |
| Net cash provided by (used for) investing activities | | (51,262) | (1,012,913) | | (1,064,175) |
| Cash flows from financing activities: | | | | | |
| Increase (decrease) in cash overdrafts | | | (1,748) | | (1,748) |
| Proceeds from revolving credit facility | | 710,000 | | | 710,000 |
| Proceeds from (payments for) issuance of common shares | (4,006) | | (1) | | (4,007) |
| Reduction in long-term debt | | (224,997) | (51,235) | | (276,232) |
| Paydown of revolving credit facility | | (380,000) | | | (380,000) |
| Purchase of restricted stock | (2,071) | | | | (2,071) |
| Tax benefit related to share-based awards | | | (54) | | (54) |
| Cash dividends paid | | (9,003) | (21,503) | 30,506 | |
| Net cash (used for) provided by financing activities | (6,077) | 96,000 | (74,541) | 30,506 | 45,888 |
| Effect of exchange rate changes on cash and cash equivalents | | | (2,771) | | (2,771) |
| Net increase (decrease) in cash and cash equivalents | 495 | 7,040 | 65,452 | | 72,987 |
| Cash and cash equivalents, beginning of period | 203 | 21 | 398,351 | | 398,575 |
| Cash and cash equivalents, end of period | \$ 698 | \$ 7,061 | \$ 463,803 | \$ | \$ 471,562 |

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Note 15 Subsequent Events

On October 1, we purchased KVS Transportation, Inc. for total consideration of \$154.5 million, \$66.8 million of which is payable in three future annual installments. This acquisition expands our truck fleet, vacuum truck services, and tank and related equipment services, and will be included in our Production Services operating segment.

On October 25, 2013, our Board of Directors declared a cash dividend of \$0.04 per share to the holders of record of our common shares as of December 10, 2013 to be paid on December 31, 2013.

On October 31, 2013, we sold Peak, one of our businesses in Alaska, for which we received cash proceeds of \$135.5 million. We reclassified the carrying value of these assets to assets held for sale at September 30, 2013 and have included operating results for all periods presented in discontinued operations. See Note 12 for additional details.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
of Nabors Industries Ltd.:

We have reviewed the accompanying consolidated balance sheet of Nabors Industries Ltd. and its subsidiaries (the Company) as of September 30, 2013, and the related consolidated statements of income (loss) and other comprehensive income (loss) for the three-month and nine-month periods ended September 30, 2013 and September 30, 2012 and the consolidated statements of cash flows and of changes in equity for the nine-month periods ended September 30, 2013 and September 30, 2012. This interim financial information is the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2012, and the related consolidated statements of income (loss) and other comprehensive income (loss), changes in equity and of cash flows for the year then ended (not presented herein), and in our report dated March 1, 2013, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2012, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
November 1, 2013

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We often discuss expectations regarding our future markets, demand for our products and services, and our performance in our annual and quarterly reports, press releases, and other written and oral statements. Statements relating to matters that are not historical facts are

forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are based on an analysis of currently available competitive, financial and economic data and our operating plans. They are inherently uncertain and investors should recognize that events and actual results could turn out to be significantly different from our expectations. By way of illustration, when used in this document, words such as anticipate, believe, expect, plan, intend, estimate, project, will, should, could, may, predict and similar expressions identify forward-looking statements.

You should consider the following key factors when evaluating these forward-looking statements:

- fluctuations in worldwide prices of and demand for oil and natural gas;
- fluctuations in levels of oil and natural gas exploration and development activities;
- fluctuations in the demand for our services;
- the existence of competitors, technological changes and developments in the oilfield services industry;
- the existence of operating risks inherent in the oilfield services industry;
- the possibility of changes in tax and other laws and regulations;
- the possibility of political instability, war or acts of terrorism; and
- general economic conditions including the capital and credit markets.

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The above description of risks and uncertainties is not all-inclusive, but highlights certain factors that we believe are important for your consideration. For a more detailed description of risk factors, please refer to Part I, Item 1A. *Risk Factors* in our 2012 Annual Report.

Management Overview

This section is intended to help you understand our results of operations and our financial condition. This information is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes thereto.

Nabors has grown from a land drilling business centered in the U.S. Lower 48 states, Canada and Alaska to a global business aimed at optimizing the entire well life cycle, with operations on land and offshore in most of the major oil and gas markets in the world. The majority of our business is conducted through two business lines:

Drilling & Rig Services

This business line is comprised of our global drilling rig operations and drilling-related services, consisting of equipment manufacturing, instrumentation optimization software and directional drilling services.

Completion & Production Services

This business line is comprised of our operations involved in the completion, life-of-well maintenance and eventual plugging and abandonment of a well. These product lines include stimulation, coiled-tubing, cementing, wireline, workover, well-servicing and fluids management.

Our businesses depend, to a large degree, on the level of spending by oil and gas companies for exploration, development and production activities. A sustained increase or decrease in the price of oil or natural gas could materially impact exploration, development and production activities and, consequently, our financial position, results of operations and cash flows.

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Our customers' spending is determined principally by their internally generated cash flow and to a lesser extent by joint venture arrangements and funding from the capital markets. In our Drilling & Rig Services business line, operations have traditionally been driven by natural gas prices, but the majority of current activity is driven by the price of oil and natural gas liquids from unconventional reservoirs (shales). In our Completion & Production Services business line, operations are primarily driven by oil prices for the Production Services segment while the Completion Services segment is driven by the same factors as our Drilling Services.

The following table sets forth oil and natural gas price data per Bloomberg for the 12-month periods ended September 30, 2013 and 2012:

| | Year Ended September 30, | | Increase/(Decrease) | |
|---|--------------------------|----------|---------------------|-----|
| | 2013 | 2012 | | |
| Average Henry Hub natural gas spot price (\$/thousand cubic feet) | \$ 3.62 | \$ 2.74 | \$ 0.88 | 32% |
| Average West Texas intermediate crude oil spot price (\$/barrel) | \$ 95.63 | \$ 95.59 | \$ 0.04 | 0% |

Operating revenues and Earnings (losses) from unconsolidated affiliates for the three months ended September 30, 2013 totaled \$1.5 billion, representing a decrease of \$82.2 million, or 5%, as compared to the three months ended September 30, 2012. Operating revenues and Earnings (losses) from unconsolidated affiliates for the nine months ended September 30, 2013 totaled \$4.5 billion, representing a decrease of \$424.1 million, or 9%, as compared to the nine months ended September 30, 2012.

Adjusted income derived from operating activities for the three and nine months ended September 30, 2013 totaled \$165.9 million and \$398.6 million, respectively, representing decreases of 27% and 47%, compared to the corresponding 2012 periods.

Net income (loss) from continuing operations for the three months ended September 30, 2013 totaled \$(90.5) million (\$(0.30) per diluted share), representing a decrease of 240%, compared to the corresponding 2012 period. Net income (loss) from continuing operations for the nine months ended September 30, 2013 totaled \$29.8 million (\$0.08 per diluted share), representing a decrease of 70%, compared to the corresponding 2012 period. During the three and nine months ended September 30, 2013, our net income (loss) from continuing operations was negatively impacted as a result of the premium paid to extinguish our 9.25% senior notes due 2019.

During the three months ended September 30, 2013, operating results continued to be negatively impacted by a depressed natural gas market, while drilling and completion activity in the oil markets experienced continued demand and pricing deterioration year-over-year. We believe gas and liquids prices are likely to remain weak through the end of 2013. Our business outlook for 2014 reflects our expectation that oil and natural gas prices will remain in the same range as in 2013. Crude oil pricing has been more resilient, but remains volatile and potentially vulnerable, which keeps our customers' forward-spending plans suppressed in the near term. Moreover, increasing field-level efficiencies enable customers to maintain or increase activity levels without a commensurate increase in spending. Crude oil pricing at current levels has led to an increase in the number of wells drilled, although increasing rig efficiencies have mitigated much of the need for additional working rigs in 2013. Continuing additions of new rig capacity and improving rig efficiency will likely result in a continued oversupply of rigs into 2014. As well, a portion of our customer base has indicated it may curtail activity levels as the end of the calendar year approaches, due to customer-specific issues or capital-budget spending rates during the first half of 2013 that exceeded expectations set at the beginning of the year.

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Our international markets have been much slower to respond to improving oil prices during the last two years, and our results continue to be impacted by cost issues in several markets. We have realized some relief on the cost issues and have seen rig demand start to increase. An increase in stability in some of our markets has enabled more consistent operations, which also has improved our financial performance. During the current quarter, we were awarded contracts for 11 new rigs in Saudi Arabia and 2 new rigs in Mexico. We also signed new contracts for several existing rigs at prices that increased from their previous contracts and are more reflective of the current market. We anticipate that the impact of these awards on our financial results will be reflected beginning in the second half of 2014. Through the first half of 2014, we expect that our International operating results will be challenged by the combination of rig contract expirations and several scheduled shipyard projects.

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The following tables set forth certain information with respect to our reportable segments and rig activity:

| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|--|-------------------------------------|--------------|---------------------|-------|------------------------------------|--------------|---------------------|-------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| (In thousands, except percentages) | | | | | | | | |
| Operating revenues and Earnings Earnings (losses) from unconsolidated affiliates: | | | | | | | | |
| Drilling & Rig Services: | | | | | | | | |
| U.S. | \$ 491,857 | \$ 555,784 | \$ (63,927) | (12)% | \$ 1,443,759 | \$ 1,781,654 | \$ (337,895) | (19)% |
| Canada | 81,397 | 102,993 | (21,596) | (21)% | 273,053 | 313,743 | (40,690) | (13)% |
| International | 383,712 | 329,245 | 54,467 | 17% | 1,056,649 | 940,332 | 116,317 | 12% |
| Rig Services (1) | 131,151 | 151,625 | (20,474) | (14)% | 383,502 | 533,934 | (150,432) | (28)% |
| Subtotal Drilling & Rig Services (2) | 1,088,117 | 1,139,647 | (51,530) | (5)% | 3,156,963 | 3,569,663 | (412,700) | (12)% |
| Completion & Production Services: | | | | | | | | |
| Production Services | 246,806 | 254,827 | (8,021) | (3)% | 742,979 | 752,466 | (9,487) | (1)% |
| Completion Services | 266,520 | 381,241 | (114,721) | (30)% | 782,674 | 1,166,940 | (384,266) | (33)% |
| Subtotal Completion & Production Services (3) | 513,326 | 636,068 | (122,742) | (19)% | 1,525,653 | 1,919,406 | (393,753) | (21)% |
| Other reconciling items (4) | (53,252) | (145,335) | 92,083 | 63% | (136,726) | (519,083) | 382,357 | 74% |
| Total | \$ 1,548,191 | \$ 1,630,380 | \$ (82,189) | (5)% | \$ 4,545,890 | \$ 4,969,986 | \$ (424,096) | (9)% |

| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|---|-------------------------------------|------------|---------------------|-------|------------------------------------|------------|---------------------|--------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| (In thousands, except percentages) | | | | | | | | |
| Adjusted income (loss) derived from operating activities (5) | | | | | | | | |
| Drilling & Rig Services: | | | | | | | | |
| U.S. | \$ 92,710 | \$ 115,207 | \$ (22,497) | (20)% | \$ 240,118 | \$ 427,291 | \$ (187,173) | (44)% |
| Canada | 12,244 | 21,679 | (9,435) | (44)% | 46,657 | 64,296 | (17,639) | (27)% |
| International | 54,271 | 30,299 | 23,972 | 79% | 108,221 | 67,838 | 40,383 | 60% |
| Rig Services (1) | 2,357 | 14,027 | (11,670) | (83)% | (1,739) | 58,626 | (60,365) | (103)% |
| Subtotal Drilling & Rig Services (2) | 161,582 | 181,212 | (19,630) | (11)% | 393,257 | 618,051 | (224,794) | (36)% |
| Completion & Production Services: | | | | | | | | |
| Production Services | 25,909 | 34,035 | (8,126) | (24)% | 75,394 | 87,461 | (12,067) | (14)% |
| Completion Services | 13,024 | 47,218 | (34,194) | (72)% | 37,650 | 158,222 | (120,572) | (76)% |
| Subtotal Completion & Production Services (3) | 38,933 | 81,253 | (42,320) | (52)% | 113,044 | 245,683 | (132,639) | (54)% |
| Other reconciling items (7) | (34,622) | (36,630) | 2,008 | 5% | (107,666) | (110,442) | 2,776 | 3% |
| Total adjusted income (loss) derived from operating activities | \$ 165,893 | \$ 225,835 | \$ (59,942) | (27)% | \$ 398,635 | \$ 753,292 | \$ (354,657) | (47)% |

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| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|--|-------------------------------------|------------|---------------------|--------|------------------------------------|------------|---------------------|--------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| (In thousands, except percentages) | | | | | | | | |
| Total adjusted income (loss) derived from operating activities (5) | \$ 165,893 | \$ 225,835 | \$ (59,942) | (27)% | \$ 398,635 | \$ 753,292 | \$ (354,657) | (47)% |
| U.S. oil and gas joint venture earnings (losses) | | (98,805) | 98,805 | 100% | | (301,801) | 301,801 | 100% |
| Interest expense | (56,059) | (63,776) | 7,717 | 12% | (176,343) | (190,068) | 13,725 | 7% |
| Investment income (loss) | 1,229 | 7,224 | (5,995) | (83)% | 95,471 | 32,844 | 62,627 | 191% |
| Gains (losses) on sales and disposals of long-lived assets and other income (expense), net | (3,266) | (10,216) | 6,950 | 68% | (27,245) | (21,777) | (5,468) | (25)% |
| Impairments and other charges | (242,241) | | (242,241) | (100)% | (287,241) | (147,503) | (139,738) | (95)% |
| Income (loss) from continuing operations before income taxes | (134,444) | 60,262 | (194,706) | (323)% | 3,277 | 124,987 | (121,710) | (97)% |
| Income tax expense (benefit) | (44,684) | (4,977) | (39,707) | (798)% | (28,798) | 22,121 | (50,919) | (230)% |
| Subsidiary preferred stock dividend | 750 | 750 | | | 2,250 | 2,250 | | |
| Income (loss) from continuing operations, net of tax | (90,510) | 64,489 | (154,999) | (240)% | 29,825 | 100,616 | (70,791) | (70)% |
| Income (loss) from discontinued operations, net of tax | (14,430) | 12,155 | (26,585) | (219)% | (34,292) | 35,888 | (70,180) | (196)% |
| Net income (loss) | (104,940) | 76,644 | (181,584) | (237)% | (4,467) | 136,504 | (140,971) | (103)% |
| Less: Net (income) loss attributable to noncontrolling interest | (441) | (988) | 547 | 55% | (6,154) | 453 | (6,607) | n/m(6) |
| Net income (loss) attributable to Nabors | \$ (105,381) | \$ 75,656 | \$ (181,037) | (239)% | \$ (10,621) | \$ 136,957 | \$ (147,578) | (108)% |
| Diluted earnings (losses) per share: | | | | | | | | |
| From continuing operations | \$ (0.30) | \$ 0.22 | | | \$ 0.08 | \$ 0.35 | | |
| From discontinued operations | (0.05) | 0.04 | | | (0.11) | 0.12 | | |
| Total diluted | \$ (0.35) | \$ 0.26 | | | \$ (0.03) | \$ 0.47 | | |

| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|---|-------------------------------------|---------|---------------------|-------|------------------------------------|---------|---------------------|-------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| (In thousands, except percentages and rig activity) | | | | | | | | |
| Rig activity: | | | | | | | | |
| Rig years: (8) | | | | | | | | |
| U.S. | 195.5 | 211.2 | (15.7) | (7)% | 193.7 | 228.8 | (35.1) | (15)% |
| Canada | 30.0 | 34.0 | (4.0) | (12)% | 29.1 | 34.3 | (5.2) | (15)% |
| International (9) | 124.2 | 119.2 | 5.0 | 4% | 124.0 | 119.3 | 4.7 | 4% |
| Total rig years | 349.7 | 364.4 | (14.7) | (4)% | 346.8 | 382.4 | (35.6) | (9)% |
| Rig hours: (10) | | | | | | | | |
| Production Services | 223,504 | 217,675 | 5,829 | 3% | 660,483 | 651,005 | 9,478 | 1% |
| Canada Production Services | 39,463 | 43,849 | (4,386) | (10)% | 116,292 | 136,603 | (20,311) | (15)% |
| Total rig hours | 262,967 | 261,524 | 1,443 | 1% | 776,775 | 787,608 | (10,833) | (1)% |

(1) Includes our drilling technology and top drive manufacturing, directional drilling, rig instrumentation and software, and construction services. These services represent our other businesses that are not aggregated into a reportable operating segment.

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(2) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of \$(2.9) million and \$(0.7) million for the three months ended September 30, 2013 and 2012, respectively, and \$1.0 million and \$(0.7) million for the nine months ended September 30, 2013 and 2012, respectively.

(3) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of \$0.3 million and \$0.6 million for the three and nine months ended September 30, 2013, respectively.

(4) Represents the elimination of inter-segment transactions and earnings (losses), net from our former U.S. unconsolidated oil and gas joint venture, accounted for using the equity method of \$(98.8) million and \$(301.8) million for the three and nine months ended September 30, 2012, respectively. In December 2012, we sold our equity interest in the oil and gas joint venture.

(5) Adjusted income (loss) derived from operating activities is computed by subtracting the sum of direct costs, general and administrative expenses, depreciation and amortization, and earnings (losses) from our former U.S. oil and gas joint venture from the sum of Operating revenues and Earnings (losses) from unconsolidated affiliates. These amounts should not be used as a substitute for the amounts reported in accordance with GAAP. However, management evaluates the performance of our business units and the consolidated company based on several criteria, including adjusted income (loss) derived from operating activities, because it believes that these financial measures accurately reflect our ongoing profitability. A reconciliation of this non-GAAP measure to income (loss) from continuing operations before income taxes, which is a GAAP measure, is provided in the above table.

(6) The number is so large that it is not meaningful.

(7) Represents the elimination of inter-segment transactions and unallocated corporate expenses.

(8) Excludes well-servicing rigs, which are measured in rig hours. Includes our equivalent percentage ownership of rigs owned by unconsolidated affiliates. Rig years represent a measure of the number of equivalent rigs operating during a given period. For example, one rig operating 182.5 days during a 365-day period represents 0.5 rig years.

(9) International rig years includes our equivalent percentage ownership of rigs owned by unconsolidated affiliates, which totaled 2.5 years during each of the three and nine months ended September 30, 2013 and 2012.

(10) Rig hours represents the number of hours that our well-servicing rig fleet operated during the year.

Table of Contents**Segment Results of Operations****Drilling & Rig Services**

Our Drilling & Rig Services business line is comprised of drilling on land and offshore, by geographic region. This business line also includes our drilling technology, top drive manufacturing, directional drilling, construction services and rig instrumentation and software businesses.

| | | | | | | | | | | | | | | |
|----------------------|----|---------|----|---------|----|----------|-------|----|-----------|----|-----------|----|-----------|--------|
| U.S. | | | | | | | | | | | | | | |
| Revenues | \$ | 491,857 | \$ | 555,784 | \$ | (63,927) | (12)% | \$ | 1,443,759 | \$ | 1,781,654 | \$ | (337,895) | (19)% |
| Adjusted income | \$ | 92,710 | \$ | 115,207 | \$ | (22,497) | (20)% | \$ | 240,118 | \$ | 427,291 | \$ | (187,173) | (44)% |
| Rig years | | 195.5 | | 211.2 | | (15.7) | (7)% | | 193.7 | | 228.8 | | (35.1) | (15)% |
| Canada | | | | | | | | | | | | | | |
| Revenues | \$ | 81,397 | \$ | 102,993 | \$ | (21,596) | (21)% | \$ | 273,053 | \$ | 313,743 | \$ | (40,690) | (13)% |
| Adjusted income | \$ | 12,244 | \$ | 21,679 | \$ | (9,435) | (44)% | \$ | 46,657 | \$ | 64,296 | \$ | (17,639) | (27)% |
| Rig years | | 30.0 | | 34.0 | | (4.0) | (12)% | | 29.1 | | 34.3 | | (5.2) | (15)% |
| International | | | | | | | | | | | | | | |
| Revenues | \$ | 383,712 | \$ | 329,245 | \$ | 54,467 | 17% | \$ | 1,056,649 | \$ | 940,332 | \$ | 116,317 | 12% |
| Adjusted income | \$ | 54,271 | \$ | 30,299 | \$ | 23,972 | 79% | \$ | 108,221 | \$ | 67,838 | \$ | 40,383 | 60% |
| Rig years | | 124.2 | | 119.2 | | 5.0 | 4% | | 124.0 | | 119.3 | | 4.7 | 4% |
| Rig Services | | | | | | | | | | | | | | |
| Revenues | \$ | 131,151 | \$ | 151,625 | \$ | (20,474) | (14)% | \$ | 383,502 | \$ | 533,934 | \$ | (150,432) | (28)% |
| Adjusted income | \$ | 2,357 | \$ | 14,027 | \$ | (11,670) | (83)% | \$ | (1,739) | \$ | 58,626 | \$ | (60,365) | (103)% |

U.S.

Our U.S. drilling segment includes land drilling activities in the lower 48 states, Alaska and offshore operations in the Gulf of Mexico.

Operating results for this segment decreased during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, primarily due to lower average dayrates in the lower 48 states and Alaska, offset slightly by a modest improvement in dayrates in offshore operations. Drilling activity also decreased in the lower 48 states, offshore and Alaska during the first nine months of 2013 compared to the corresponding 2012 period. Realized dayrates for a portion of our rig fleet declined as term contracts expired; current market rates for drilling rigs are now generally lower than rates reflected in expiring term contracts. Results for this segment were also impacted by the industry-wide decrease in land drilling focused on both oil and natural gas.

Canada

Operating results decreased during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, primarily as a result of continued decreases in drilling activity, partially offset by a favorable rig mix resulting in increased drilling dayrates. Drilling activity during the first three quarters of 2013 was lower than the corresponding 2012 period due to reduced customer budgets with the continued uncertainty around pipeline infrastructure and decreased customer demand for gas-drilling activities related to the lower natural gas prices and a continued oversupply of natural gas in the North American market.

Table of Contents**International**

Operating results increased during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, primarily as a result of increases in overall rig activity and dayrates from land rig deployments with higher margins in Papua New Guinea and offshore rigs in Mexico and Saudi Arabia, partially offset by reduced rig activity in Colombia.

Rig Services

Operating results decreased primarily from our Canrig activities during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods due to lower demand in the United States and Canada drilling markets for top drives, rig instrumentation and data collection services from oil and gas exploration companies, along with lower third-party rental and RigWatch™ units, which generate higher margins.

Completion & Production Services

Our Completion & Production Services business line includes well-servicing, fluid logistics, workover operations and stimulation services in the U.S. and Canada.

| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|----------------------------|---|------------|---------------------|-------|------------------------------------|--------------|---------------------|-------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| | (In thousands, except percentages and rig activity) | | | | | | | |
| Production Services | | | | | | | | |
| Revenues | \$ 246,806 | \$ 254,827 | \$ (8,021) | (3)% | \$ 742,979 | \$ 752,466 | \$ (9,487) | (1)% |
| Adjusted income | \$ 25,909 | \$ 34,035 | \$ (8,126) | (24)% | \$ 75,394 | \$ 87,461 | \$ (12,067) | (14)% |
| Rig hours: | | | | | | | | |
| U.S. | 223,504 | 217,675 | 5,829 | 3% | 660,483 | 651,005 | 9,478 | 1% |
| Canada | 39,463 | 43,849 | (4,386) | (10)% | 116,292 | 136,603 | (20,311) | (15)% |
| Completion Services | | | | | | | | |
| Revenues | \$ 266,520 | \$ 381,241 | \$ (114,721) | (30)% | \$ 782,674 | \$ 1,166,940 | \$ (384,266) | (33)% |
| Adjusted income | \$ 13,024 | \$ 47,218 | \$ (34,194) | (72)% | \$ 37,650 | \$ 158,222 | \$ (120,572) | (76)% |

Production Services

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Operating results decreased slightly during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, primarily due to the mix of higher and lower rate rigs working in our Canada markets. U.S. markets have had higher utilization, despite continued pricing challenges. Costs have increased in rig and truck utilization as a result of capital invested over the past few years to increase our rig and truck fleets as well as frac tanks.

Completion Services

Operating results decreased during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, due to reduced customer activity in part caused by severe weather in our northern operating areas as well as downward pricing pressure across all regions due to continued overcapacity in the pressure pumping market. We have recently decided to suspend some of our stimulation operations in Canada and our coil-tubing operations in the U.S. We are relocating the Canadian assets to the U.S.

Table of Contents**OTHER FINANCIAL INFORMATION**

| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|--|-------------------------------------|------------|---------------------|-------|------------------------------------|------------|---------------------|------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| | (In thousands, except percentages) | | | | | | | |
| General and administrative expenses | \$ 127,943 | \$ 130,681 | \$ (2,738) | (2)% | \$ 390,023 | \$ 398,534 | \$ (8,511) | (2)% |
| Depreciation and amortization | 273,444 | 265,637 | 7,807 | 3% | 809,019 | 766,441 | 42,578 | 6% |
| Interest expense | 56,059 | 63,776 | (7,717) | (12)% | 176,343 | 190,068 | (13,725) | (7)% |
| Investment income | 1,229 | 7,224 | (5,995) | (83)% | 95,471 | 32,844 | 62,627 | 191% |
| Losses (gains) on sales and disposals of long-lived assets and other expense (income), net | 3,266 | 10,216 | (6,950) | (68)% | 27,245 | 21,777 | 5,468 | 25% |

General and administrative expenses

General and administrative expenses decreased slightly during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, primarily as a result of lower activities and cost-reduction efforts across all business units. As a percentage of operating revenues, general and administrative expenses have increased primarily as a result of the drop in operating revenues during the three and nine months ended September 30, 2013 as compared to the 2012 corresponding periods.

Depreciation and amortization

Depreciation and amortization expense increased during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, as a result of the incremental depreciation expense from 33 newly constructed rigs placed into service since January 2012 in the U.S., and to a lesser extent, rig upgrades and other capital expenditures made during 2012 relating to our Drilling & Rig Services business line in our U.S. and international markets.

Interest expense

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Interest expense decreased during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods, as a result of the redemption in August 2012 of our aggregate principal amount \$275 million 5.375% senior notes and, to a lesser extent, the redemption in September 2013 of our 9.25% senior notes. During the three months ended September 30, 2013, average interest rates were lower on our outstanding senior notes, revolving credit facility and commercial paper balances as compared to the corresponding 2012 period.

Investment income

Investment income for the three months ended September 30, 2013 included realized gains of \$0.1 million related to the sale of some of our available-for-sale debt and equity securities and \$1.1 million attributable to interest and dividend income.

Investment income for the nine months ended September 30, 2013 was primarily comprised of realized gains of \$88.2 million related to the sale of some of our available-for-sale debt and equity securities. The balance was attributable to \$4.2 million in interest and dividend income and \$2.5 million in realized gains on the trading securities.

Investment income for the three months ended September 30, 2012 included net unrealized gains of \$4.2 million from our trading securities, interest and dividend income of \$1.2 million from our cash, other short-term and long-term investments and realized gains of \$1.5 million from other long-term investments.

Investment income for the nine months ended September 30, 2012 included a \$14.0 million realized gain related to the sale of some of our debt securities, net unrealized gains of \$11.6 million from our trading securities, interest and dividend income of \$6.1

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million from our cash, other short-term and long-term investments and realized gains of \$1.1 million from other long-term investments.

Gains (losses) on sales and disposals of long-lived assets and other income (expense), net

The amount of gains (losses) on sales and disposals of long-lived assets and other income (expense), net for the three months ended September 30, 2013 was a net loss of \$3.3 million, which was primarily comprised of net losses on sales and disposals of assets of approximately \$2.8 million and increases to litigation reserves of \$2.0 million. The losses were partially offset by foreign currency exchange gains of approximately \$0.3 million.

The amount of gains (losses) on sales and disposals of long-lived assets and other income (expense), net for the nine months ended September 30, 2013 was a net loss of \$27.2 million, which included net losses on sales and disposals of assets of approximately \$8.2 million, increases to our litigation reserves of \$7.6 million and foreign currency exchange losses of approximately \$7.0 million.

The amount of gains (losses) on sales and retirements of long-lived assets and other income (expense), net for the three and nine months ended September 30, 2012 was comprised primarily of net losses on sales of long-lived assets of approximately \$2.6 million and \$6.8 million, respectively; foreign currency transaction losses of \$2.8 million and \$5.0 million, respectively; and net increases to our litigation reserves of \$3.3 million and \$8.8 million, respectively.

Impairments and other charges

| | Three Months Ended September 30, | | Increase/(Decrease) | | Nine Months Ended September 30, | | Increase/(Decrease) | |
|-------------------------------------|-------------------------------------|------|---------------------|------|------------------------------------|--------|---------------------|--------|
| | 2013 | 2012 | | | 2013 | 2012 | | |
| (In thousands, except percentages) | | | | | | | | |
| Loss on tendered notes | \$ 208,197 | \$ | \$ 208,197 | 100% | \$ 208,197 | \$ | \$ 208,197 | 100% |
| Provisions for retirement of assets | 14,044 | | 14,044 | 100% | 14,044 | 46,264 | (32,220) | (70)% |
| Impairment of long-lived assets | 20,000 | | 20,000 | 100% | 20,000 | | 20,000 | 100% |
| Termination of employment contract | | | | | 45,000 | | 45,000 | 100% |
| Intangible asset impairment | | | | | | 74,960 | (74,960) | (100)% |
| | | | | | | 26,279 | (26,279) | (100)% |

Goodwill
impairment

Loss on tendered notes

During the three months ended September 30, 2013, we recognized a loss related to the extinguishment of debt in connection with the tender offer on the 9.25% senior notes. See Note 6 Debt for additional discussion.

Provision for retirement of assets

During the three months ended September 30, 2013, we recorded a provision for retirement of long-lived assets in our International operations totaling \$14.0 million, which reduced the carrying value of some assets to their salvage value. The retirements were related to assets in Saudi Arabia and included obsolete top-drives, nonworking trucks, generators, engines and other miscellaneous equipment. A continued period of lower oil prices and its potential impact on our utilization and dayrates could result in the recognition of future impairment charges to additional assets if future cash flow estimates, based upon information then available to management, indicate that the carrying value of those assets may not be recoverable.

During the nine months ended September 30, 2012, we recorded a provision for retirement of long-lived assets totaling \$46.3

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million in multiple operating segments, which reduced the carrying value of some assets to their salvage value. The retirements in our Canada operations included functionally inoperable rigs and other drilling equipment. In our Completion & Production operations, the retirements related to rigs and vehicles that would require significant repair to return to work and other non-core assets. A prolonged period of lower natural gas and oil prices and its potential impact on our utilization and dayrates could result in the recognition of future impairment charges to additional assets if future cash flow estimates, based upon information then available to management, indicate that the carrying value of those assets may not be recoverable.

Impairment of long-lived assets

During the three months ended September 30, 2013, we recognized impairment of \$20.0 million to our fleet of coil-tubing units in our Completion & Production Services operating segment. Intense competition and oversupply of equipment has led to lower utilization and margins for this product line, and we have recently decided to suspend the majority of our operations for these assets. When these factors were considered as part of our annual impairment tests on long-lived assets, the sum of the estimated future cash flows, on an undiscounted basis, was less than the carrying amount of these assets. The estimated fair values of these assets were calculated using discounted cash flow models involving assumptions based on our utilization of the assets, revenues as well as direct costs, capital expenditures and working capital requirements. We believe the fair value estimated for purposes of these tests represents a Level 3 fair value measurement. A factor affecting the impairment charge was continued low natural gas prices. The coil-tubing units are designed primarily for use in shallow natural gas plays. Subsequent to September 30, 2013, we suspended our coil-tubing operations in the U.S. A prolonged period of slow economic recovery could continue to adversely affect the demand for and prices of our services, which could result in future impairment charges for other reporting units due to the potential impact on our estimate of our future operating results.

Termination of employment contract

During the nine months ended September 30, 2013, we recognized a one-time stock grant valued at \$27 million, which vested immediately, and \$18 million in cash awarded and paid to Mr. Petrello in connection with the termination of his prior employment agreement. See Note 9 Commitments and Contingencies for additional discussion.

Intangible asset impairment

During the nine months ended September 30, 2013, we recognized impairment totaling \$75 million to the Superior trade name. The Superior trade name was initially classified as a ten-year intangible asset at the date of acquisition in September 2010. The impairment is a result of the decision to cease using the Superior trade name to reduce confusion in the marketplace and enhance the Nabors brand.

Goodwill impairment

During the nine months ended September 30, 2012, we recognized the impairment of goodwill associated with our U.S. Offshore and International reporting units. The impairments were deemed necessary due to the prolonged uncertainty of utilization of some of our rigs as a

result of changes in our customers' plans for future drilling operations in the Gulf of Mexico as well as our international markets. A prolonged period of lower natural gas prices or changes in laws and regulations could continue to adversely affect the demand for and prices of our services, which could result in future goodwill impairment charges for other reporting units due to the potential impact on our estimate of future operating results.

Table of Contents**Income tax rate**

| | Three Months | | Increase/(Decrease) | Nine Months | | Increase/(Decrease) | | |
|--|--------------------------|------|---------------------|--------------------------|--------|---------------------|--------|--------|
| | Ended September 30, 2013 | 2012 | | Ended September 30, 2013 | 2012 | | | |
| Effective income tax rate from continuing operations | 33% | (8)% | 41% | 513% | (879)% | 18% | (897)% | n/m(1) |

n/m (1) The number is so large that it is not meaningful.

The changes in our effective tax rate during the three and nine months ended September 30, 2013 compared to the corresponding 2012 periods reflect a lower effective tax rate, attributable to the settlement of a longstanding tax dispute. In general, the effective tax rate reflects the proportion of income generated in the United States versus other countries where we operate. Income generated in the United States is generally taxed at a higher rate than other jurisdictions.

We are subject to income taxes in the United States and numerous other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. One of the most volatile factors in this determination is the relative proportion of our income or loss being recognized in high- versus low-tax jurisdictions. In the ordinary course of our business, there are many transactions and calculations for which the ultimate tax determination is uncertain. We are regularly audited by tax authorities. Although we believe our tax estimates are reasonable, the final outcome of tax audits and any related litigation could be materially different than what is reflected in our income tax provisions and accruals. The results of an audit or litigation could materially affect our financial position, income tax provision, net income, or cash flows.

It is possible that future changes to the tax laws (including tax treaties) could impact our ability to realize the tax savings recorded to date as well as future tax savings resulting from our reorganization in 2002.

Table of Contents**Assets Held-for-Sale**

| Assets Held-for-Sale | September 30, 2013 | December 31, 2012 |
|----------------------|-----------------------|----------------------|
| | (In thousands) | |
| Oil and Gas (1) | \$ 264,710(2) | \$ 377,625 |
| Rig Services (3) | 131,491 | 6,232 |
| | \$ 396,201 | \$ 383,857 |

(1) Oil and Gas represents a former operating segment of the Company. We began marketing efforts during 2010 to sell our oil and gas investments. As of December 2012, all remaining assets relating to oil and gas were classified as held-for-sale.

(2) During the nine months ended September 30, 2013, the carrying value of these assets was adjusted by \$34.4 million to reflect the sales price or current fair value. In July 2013, we sold some of our oil and gas assets and received initial proceeds of \$90 million, subject to customary post-closing adjustments.

(3) Represents the carrying value of Peak, which provides heavy equipment to move drilling rigs, water, other fluids and construction materials. At September 30, 2013, the criteria of assets held-for-sale was met and accordingly, we reclassified the carrying value of these assets to assets held-for-sale. We completed our sale of peak subsequent to September 30, 2013. The Rig Services balance at December 31, 2012 represents the assets of our logistics services that were sold on April 1, 2013 for a price of \$9.3 million.

We have contracts with pipeline companies to pay specified fees based on committed volumes for gas transport and processing. At September 30, 2013, our undiscounted contractual commitments for these contracts approximated \$279.9 million, and we had liabilities of \$170.5 million, \$58.3 million of which were classified as current and are included in accrued liabilities. At December 31, 2012, we had liabilities of \$206 million, \$69 million of which were classified as current and included in accrued liabilities. These amounts represent our best estimate of the fair value of the excess capacity of the pipeline commitments calculated using a discounted cash flow model, when considering our disposal plan, current production levels, natural gas prices and expected utilization of the pipeline over the remaining contractual term. Decreases in actual production or natural gas prices could result in future charges related to excess pipeline commitments.

Discontinued Operations

Our condensed statements of income (loss) from discontinued operations for each operating segment were as follows:

| Three Months Ended September 30, | | Increase/(Decrease) | Nine Months Ended September 30, | | Increase/(Decrease) |
|-------------------------------------|------|---------------------|------------------------------------|------|---------------------|
| 2013 | 2012 | | 2013 | 2012 | |
| (In thousands, except percentages) | | | | | |

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| Operating revenues | | | | | | | | | | | | | | |
|---|----|-------------|----|--------|----|----------|--------|----|-------------|----|---------|----|----------|--------|
| Oil and Gas | \$ | 2,577 | \$ | 12,859 | \$ | (10,282) | (80)% | \$ | 24,616 | \$ | 19,079 | \$ | 5,537 | 29% |
| Rig Services | \$ | 34,776 | \$ | 44,846 | \$ | (10,070) | (22)% | \$ | 116,534 | \$ | 140,210 | \$ | (23,676) | (17)% |
| Income (loss) from discontinued operations | | | | | | | | | | | | | | |
| Oil and Gas | \$ | (15,400)(2) | \$ | 11,092 | \$ | (26,492) | (239)% | \$ | (49,100)(2) | \$ | 35,054 | \$ | (84,154) | (240)% |
| Rig Services (3) | \$ | 970 | \$ | 1,063 | \$ | (93) | (9)% | \$ | 14,808 | \$ | 834 | \$ | 13,974 | n/m(1) |

n/m (1) The number is so large that it is not meaningful.

(2) The carrying value of some assets was adjusted. Refer to discussion above.

(3) Income (loss) from Rig Services discontinued operations includes the operating results from Peak and our discontinued logistics services for all periods presented.

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Liquidity and Capital Resources

Cash Flows

Certain sources and uses of cash, such as the level of discretionary capital expenditures or acquisitions, purchases and sales of investments, as well as issuances and repurchases of debt and of our common shares, are within our control and are adjusted as necessary based on market conditions. We discuss our cash flows for the nine months ended September 30, 2013 and 2012 below.

Operating Activities. Net cash provided by operating activities totaled \$974.7 million during the nine months ended September 30, 2013, compared to net cash provided by operating activities of \$1.1 billion during the corresponding 2012 period. Net cash provided by operating activities (operating cash flows) is our primary source of capital and liquidity. Factors affecting changes in operating cash flows are largely the same as those that impact net earnings, with the exception of non-cash expenses such as depreciation and amortization, depletion, impairments, share-based compensation, deferred income taxes and our proportionate share of earnings or losses from unconsolidated affiliates. Net income (loss) adjusted for non-cash components was approximately \$1.1 billion and \$1.3 billion during the nine months ended September 30, 2013 and 2012, respectively. Additionally, changes in working capital items such as collection of receivables can be a significant component of operating cash flows. Changes in working capital items used \$87.8 million and \$160.9 million, respectively, in cash during the nine months ended September 30, 2013 and 2012.

Investing Activities. Net cash used for investing activities totaled \$511.0 million during the nine months ended September 30, 2013 compared to net cash used for investing activities of \$1.1 billion during the corresponding 2012 period. Our primary use of cash for investing activities is for capital expenditures related to rig-related enhancements, new construction and equipment, as well as sustaining capital expenditures. During the nine months ended September 30, 2013 and 2012, we used cash for capital expenditures totaling \$780.7 million and \$1.2 billion, respectively. During the nine months ended September 30, 2013, we used cash of \$37.5 million to purchase NES and, we sold our trading equity securities and some of our available-for-sale debt and equity securities, providing \$163.9 million in cash.

Financing Activities. Net cash used for financing activities totaled \$586.9 million during the nine months ended September 30, 2013 compared to net cash provided by financing activities of \$45.9 million during the corresponding 2012 period. During the nine months ended September 30, 2013, we issued \$332.3 million in commercial paper. Additionally, during the nine months ended September 30, 2013, we received proceeds of \$692.8 million (net of financing costs) from the issuance of 2.35% senior notes and 5.10% senior notes and used these proceeds (plus proceeds from our commercial paper and cash on hand) to redeem \$991.3 million of the 9.25% senior notes due 2019. During the nine months ended September 30, 2013, we paid cash dividends of \$35.4 million.

During the nine months ended September 30, 2012, we borrowed \$710 million under the revolving credit facility and also repaid outstanding amounts thereunder totaling \$380 million. Additionally, during the nine months ended September 30, 2012, we redeemed the \$275 million of 5.375% senior notes due August 2012.

Future Cash Requirements

We expect capital expenditures over the next 12 months to approximate \$1.8 - 1.9 billion. Purchase commitments outstanding at September 30, 2013 totaled approximately \$566.3 million, primarily for rig-related enhancements, new construction and equipment, as well as sustaining capital expenditures, other operating expenses and purchases of inventory. This amount could change significantly based on market conditions and new business opportunities. The level of our outstanding purchase commitments and our expected level of capital expenditures over the next 12 months reflect a number of capital programs that are currently underway or planned. These programs will result in an expansion in the number of land drilling and offshore rigs and the amount of well-servicing equipment and technology assets that we own and operate. We expect to be able to reduce the planned expenditures if necessary or increase them if market conditions and new business opportunities warrant it.

We have historically completed a number of acquisitions and will continue to evaluate opportunities to acquire assets or businesses to enhance our operations. Several of our previous acquisitions were funded through issuances of debt or our common shares. Future acquisitions may be funded using existing cash or by issuing debt or additional shares of our stock. Such capital expenditures and acquisitions will depend on our view of market conditions and other factors.

See our discussion of guarantees issued by Nabors that could have a potential impact on our financial position, results of operations or cash flows in future periods included below under Off-Balance Sheet Arrangements (Including Guarantees).

Our 2012 Annual Report included our contractual cash obligations as of December 31, 2012. As a result of the tender offer for the 9.25% senior notes and the issuance of the 2.35% senior notes and 5.10% senior notes, we are presenting the following table in this Report which summarizes our contractual cash obligations related to debt commitments as of September 30, 2013:

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| | Total | < 1 year | Payments due by Period 1 -3 years (In thousands) | 3 -5 years | Thereafter |
|---------------------------------------|-----------|----------|--|--------------|--------------|
| Contractual cash obligations of debt: | | | | | |
| Long-term debt: | | | | | |
| Principal | 4,046,857 | | 350,000(1) | 1,607,250(2) | 2,089,607(3) |
| Interest | 1,167,800 | 184,858 | 369,763 | 323,247 | 289,932 |
| Total contractual cash obligations | 5,214,657 | 184,858 | 719,763 | 1,930,497 | 2,379,539 |

(1) Represents the aggregate outstanding amount of Nabors Delaware's 2.35% senior notes due September 2016.

(2) Represents amounts drawn on the revolving credit facility, which expires November 2017, Nabors Delaware's aggregate 6.15% senior notes due February 2018 and existing amounts outstanding under our commercial paper program.

(3) Represents the aggregate outstanding amount of Nabors Delaware's 9.25% senior notes due January 2019, 5.00% senior notes due September 2020, 4.625% senior notes due September 2021, and 5.10% senior notes due September 2023.

On October 1, we purchased the business of KVS Transportation, Inc. for total consideration of \$154.5 million, \$66.8 million of which is payable in three future annual installments.

During the three months ended September 30, 2013, our Board declared a cash dividend of \$0.04 per common share to our shareholders. This quarterly cash dividend was paid on September 27, 2013 to shareholders of record on September 6, 2013. During the nine months ended September 30, 2013, we paid cash dividends totaling \$35.4 million.

We may from time to time seek to retire or purchase our outstanding debt through cash purchases and/or exchanges for equity securities, in open-market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Financial Condition and Sources of Liquidity

Our primary sources of liquidity are cash and investments, availability under our revolving credit facility, our commercial paper program, and cash generated from operations. As of September 30, 2013, we had cash and short-term investments of \$491.9 million and working capital of \$1.8 billion. As of December 31, 2012, we had cash and short-term investments of \$778.2 million and working capital of \$2.0 billion. At September 30, 2013, we had \$1.2 billion of availability remaining under our \$1.5 billion revolving credit facility.

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On September 12, 2013, Nabors Delaware completed a private placement of \$700 million aggregate principal amount of senior notes, comprised of \$350 million principal amount of 2.35% senior notes due 2016 and \$350 million principal amount of 5.10% senior notes due 2023, which are unsecured and fully and unconditionally guaranteed by us. The notes are subject to registration rights. The indenture governing the notes includes covenants customary for transactions of this type that, subject to significant exceptions, limit our ability and that of our subsidiaries to incur certain liens or enter into sale and leaseback transactions. Nabors Delaware used the proceeds of these senior notes, borrowings under its commercial paper program and cash on hand to redeem \$785.4 million, including accrued and unpaid interest, of its 9.25% senior notes due 2019 for approximately \$1.0 billion.

On October 31, 2013, we sold Peak, one of our businesses in Alaska, for which we received cash proceeds of \$135.5 million.

In July 2013, we sold some of our oil and gas assets to an unrelated party and received initial proceeds of \$90 million, subject to customary post-closing adjustments.

During the nine months ended September 30, 2013, we sold our trading securities and some of our available-for-sale debt and equity securities for \$163.9 million. During April 2013, Nabors Delaware established a commercial paper program, allowing for the issuance of up to \$1.5 billion in commercial paper with a maturity of no more than 397 days. As of September 30, 2013, we had approximately \$332.3 million of borrowings from commercial paper outstanding.

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We had nine letter-of-credit facilities with various banks as of September 30, 2013. Availability under these facilities as of September 30, 2013 was as follows:

| | (In thousands) | |
|--|----------------|----------|
| Credit available | \$ | 280,204 |
| Less: Letters of credit outstanding, inclusive of financial and performance guarantees | | (71,484) |
| Remaining availability | \$ | 208,720 |

Our ability to access capital markets or to otherwise obtain sufficient financing is enhanced by our senior unsecured debt ratings as provided by the major credit rating agencies in the United States and our historical ability to access these markets as needed. While there can be no assurances that we will be able to access these markets in the future, we believe that we will be able to access capital markets or otherwise obtain financing in order to satisfy any payment obligation that might arise upon exchange or purchase of our notes and that any cash payment due, in addition to our other cash obligations, would not ultimately have a material adverse impact on our liquidity or financial position. A ratings downgrade could adversely impact our ability to access debt markets in the future, increase the cost of future debt, and potentially require us to post letters of credit for certain obligations.

Our gross debt to capital ratio was 0.41:1 as of September 30, 2013 and 0.42:1 as of December 31, 2012, respectively. Our net debt to capital ratio was 0.38:1 as of September 30, 2013 and December 31, 2012. The gross debt to capital ratio is calculated by dividing (x) total debt by (y) total capital. Total capital is defined as total debt *plus* shareholders' equity. The net debt to capital ratio is calculated by dividing (x) net debt by (y) net capital. Net debt is total debt *minus* the sum of cash and cash equivalents and short-term investments. Net capital is the sum of net debt *plus* shareholders' equity. Both of these ratios are used to calculate a company's leverage in relation to its capital. Neither ratio measures operating performance or liquidity as defined by GAAP and, therefore, may not be comparable to similarly titled measures presented by other companies.

Our interest coverage ratio was 6.9:1 as of September 30, 2013 and 7.7:1 as of December 31, 2012. The interest coverage ratio is a trailing 12-month quotient of the sum of (x) operating revenues and earnings (losses) from unconsolidated affiliates, direct costs and general administrative expenses *less* earnings (losses) from the U.S. oil and gas joint venture *divided* by (y) interest expense. This ratio is a method for calculating the amount of operating cash flows available to cover cash interest expense. The interest coverage ratio is not a measure of operating performance or liquidity defined by GAAP and may not be comparable to similarly titled measures presented by other companies.

Our current cash and investments, projected cash flows from operations, possible dispositions of non-core assets and our revolving credit facility are expected to adequately finance our purchase commitments, capital expenditures, acquisitions, scheduled debt service requirements, and all other expected cash requirements for the next 12 months.

Table of Contents**Off-Balance Sheet Arrangements (Including Guarantees)**

We are a party to some transactions, agreements or other contractual arrangements defined as off-balance sheet arrangements that could have a material future effect on our financial position, results of operations, liquidity and capital resources. The most significant of these off-balance sheet arrangements involve agreements and obligations under which we provide financial or performance assurance to third parties. Certain of these agreements serve as guarantees, including standby letters of credit issued on behalf of insurance carriers in conjunction with our workers compensation insurance program and other financial surety instruments such as bonds. In addition, we have provided indemnifications, which serve as guarantees, to some third parties. These guarantees include indemnification provided by Nabors to our share transfer agent and our insurance carriers. We are not able to estimate the potential future maximum payments that might be due under our indemnification guarantees. Management believes the likelihood that we would be required to perform or otherwise incur any material losses associated with any of these guarantees is remote.

The following table summarizes the total maximum amount of financial guarantees issued by Nabors:

| | Remainder of 2013 | Maximum Amount | | | Total |
|---|----------------------|----------------|------------------------|------------|-----------|
| | | 2014 | 2015 (In thousands) | Thereafter | |
| Financial standby letters of credit and other financial surety instruments | \$ 4,765 | 59,482 | | 11,933 | \$ 76,180 |

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We may be exposed to market risk through changes in interest rates and foreign-currency risk arising from our operations in international markets as discussed in our 2012 Annual Report.

ITEM 4. CONTROLS AND PROCEDURES

(a) **Disclosure Controls and Procedures.** We maintain a set of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. We have investments in certain unconsolidated entities that we do not control or manage. Because we do not control or manage these entities, our disclosure controls and procedures with respect to these entities are necessarily more limited than those we maintain with respect to our consolidated subsidiaries.

Our management, with the participation of the Chairman, President and Chief Executive Officer and the Principal Accounting and Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Chairman, President and Chief Executive Officer and the Principal Accounting and Financial Officer have concluded that, as of the end of the period, our disclosure controls and procedures are effective, at the reasonable assurance level, in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in reports that it files or submits under the Exchange Act and are effective, at a reasonable assurance level, in ensuring that information required to be disclosed in those reports is accumulated and communicated to management, including the Chairman, President and Chief Executive Officer and the Principal Accounting and Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) **Changes in Internal Control Over Financial Reporting.** There have not been any changes in our internal control over financial reporting (identified in connection with the evaluation required by paragraph (d) in Rules 13a-15 and 15d-15 under the Exchange Act) during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

Nabors and its subsidiaries are defendants or otherwise involved in a number of lawsuits in the ordinary course of business. We estimate the range of our liability related to pending litigation when we believe the amount and range of loss can reasonably be estimated. We record our best estimate of a loss when the loss is considered probable. When a liability is probable and there is a range of estimated loss with no best estimate in the range, we record the minimum estimated liability related to the lawsuits or claims. As additional information becomes available, we assess the potential liability related to our pending litigation and claims and revise our estimates. Due to uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ from our estimates. In the opinion of management and based on liability accruals provided, our ultimate exposure with respect to these pending lawsuits and claims is not expected to have a material adverse effect on our consolidated financial position or cash flows, although they could have a material adverse effect on our results of operations for a particular reporting period.

In 2009, the Court of Ouargla entered a judgment of approximately \$17.7 million (at current exchange rates) against us relating to alleged customs infractions in Algeria. We believe we did not receive proper notice of the judicial proceedings, and that the amount of the judgment was excessive in any case. We asserted the lack of legally required notice as a basis for challenging the judgment on appeal to the Algeria Supreme Court. In May 2012, that court reversed the lower court and remanded the case to the Ouargla Court of Appeals for treatment consistent with the Supreme Court's ruling. In January 2013, the Ouargla Court of Appeals reinstated the judgment. We have again lodged an appeal to the Algeria Supreme Court, asserting the same challenges as before. Based upon our understanding of applicable law and precedent, we continue to believe that we will prevail. Although the appeal remains ongoing at this time, the Hassi Messaoud customs office recently initiated efforts to collect the judgment prior to the Supreme Court's decision in the case. As a result, we paid approximately \$3.1 million and posted security of approximately \$1.33 million to suspend those collection efforts and to enter into a formal negotiations process with the customs authority. We have recorded a reserve in the amount of the posted security. If we are ultimately required to pay a fine or judgment related to this matter, the resulting loss could be up to \$13.3 million in excess of amounts accrued.

Refer to Note 9 Commitments and Contingencies for discussion of previously disclosed litigation contingencies

Item 1A. Risk Factors

There have been no material changes during the three months ended September 30, 2013 to the Risk Factors discussed in our 2012 Annual Report.

Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

We withheld the following shares of our common stock to satisfy tax withholding obligations in connection with grants of stock awards during the three months ended September 30, 2013 from the distributions described below. These shares may be deemed to be issuer purchases of shares that are required to be disclosed pursuant to this Item, but were not purchased as part of a publicly announced program to purchase common shares:

| (In thousands, except average price paid per share) Period | Total Number of Shares Purchases (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Program | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program |
|---|--|---------------------------------|---|--|
| July 1 - July 31, 2013 | 4 | \$ 15.06 | | |
| August 1 - August 31, 2013 | 1 | \$ 15.59 | | |
| September 1 - September 30, 2013 | <1 | \$ 16.01 | | |

(1) Shares were withheld from employees to satisfy certain tax withholding obligations due in connection with vesting or exercise of restricted stock or stock options under our 2003 Employee Stock Plan. The plan provides for the withholding of shares to satisfy tax obligations, but does not specify a maximum number of shares that can be withheld for this purpose.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

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Item 6. Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Memorandum of Association of Nabors Industries Ltd. (incorporated by reference to Annex II to the proxy statement/prospectus included in Nabors Industries Ltd.'s Registration Statement on Form S-4 (Registration No. 333-76198) filed with the Commission on May 10, 2002, as amended). |
| 3.2 | Amended and Restated Bye-laws of Nabors Industries Ltd. (incorporated by reference to Exhibit 3.2 to Nabors Industries Ltd.'s Form 10-Q (File No. 001-32657) filed with the Commission on August 3, 2012). |
| 4.1 | Amendment No. 2, dated as of July 15, 2013, to the Rights Agreement, dated as of July 16, 2012, between Nabors Industries Ltd. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to the Registration Statement on Form 8-A/A (File No. 001-32657) filed with the Commission on July 15, 2013). |
| 4.2 | Indenture related to the 2.35% Senior Notes due 2016 and 5.10% Senior Notes due 2023, dated as of September 12, 2013, among Nabors Industries, Inc., as Issuer, Nabors Industries Ltd., as Guarantor, Wilmington Trust, National Association, as Trustee and Citibank, N.A., as Securities Administrator (including form of 2.35% Senior Note due 2016 and form of 5.10% Senior Note due 2023) (incorporated by reference to Exhibit 4.1 to Nabors Industries Ltd. Form 8-K (File No. 001-32657) filed with the Commission on September 13, 2013). |
| 4.3 | Registration Rights Agreement related to the 2.35% senior notes due 2016, dated as of September 12, 2013, among Nabors Industries, Inc., as Issuer, Nabors Industries Ltd., as Guarantor and Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Mizuho Securities USA Inc., as Representatives of the Initial Purchasers (incorporated by reference to Exhibit 4.2 to Nabors Industries Ltd. Form 8-K (File No. 001-32657) filed with the Commission on September 13, 2013). |
| 4.4 | Registration Rights Agreement related to the 5.10% senior notes due 2023, dated as of September 12, 2013, among Nabors Industries, Inc., as Issuer, Nabors Industries Ltd., as Guarantor, and Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Mizuho Securities USA Inc., as Representatives of the Initial Purchasers (incorporated by reference to Exhibit 4.3 to Nabors Industries Ltd. Form 8-K (File No. 001-32657) filed with the Commission on September 13, 2013). |
| 15 | Awareness Letter of Independent Accountants* |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Anthony G. Petrello, Chairman, President and Chief Executive Officer* |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of R. Clark Wood, Principal Accounting and Financial Officer* |
| 32.1 | Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), executed by Anthony G. Petrello, Chairman, President and Chief Executive Officer and R. Clark Wood, Principal Accounting and Financial Officer (furnished herewith).* |
| 101.INS | XBRL Instance Document* |
| 101.SCH | XBRL Schema Document* |
| 101.CAL | XBRL Calculation Linkbase Document* |
| 101.LAB | XBRL Label Linkbase Document* |
| 101.PRE | XBRL Presentation Linkbase Document* |
| 101.DEF | XBRL Definition Linkbase Document* |

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NABORS INDUSTRIES LTD.

By: */s/ Anthony G. Petrello*
Anthony G. Petrello
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

By: */s/ R. Clark Wood*
R. Clark Wood
Principal Accounting and
Financial Officer

Date: November 1, 2013

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Exhibit Index

| | |
|---------|--|
| 3.1 | Memorandum of Association of Nabors Industries Ltd. (incorporated by reference to Annex II to the proxy statement/prospectus included in Nabors Industries Ltd.'s Registration Statement on Form S-4 (Registration No. 333-76198) filed with the Commission on May 10, 2002, as amended). |
| 3.2 | Amended and Restated Bye-laws of Nabors Industries Ltd. (incorporated by reference to Exhibit 3.2 to Nabors Industries Ltd.'s Form 10-Q (File No. 001-32657) filed with the Commission on August 3, 2012). |
| 4.1 | Amendment No. 2, dated as of July 15, 2013, to the Rights Agreement, dated as of July 16, 2012, between Nabors Industries Ltd. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to the Registration Statement on Form 8-A/A (File No. 001-32657) filed with the Commission on July 15, 2013). |
| 4.2 | Indenture related to the 2.35% Senior Notes due 2016 and 5.10% Senior Notes due 2023, dated as of September 12, 2013, among Nabors Industries, Inc., as Issuer, Nabors Industries Ltd., as Guarantor, Wilmington Trust, National Association, as Trustee and Citibank, N.A., as Securities Administrator (including form of 2.35% Senior Note due 2016 and form of 5.10% Senior Note due 2023) (incorporated by reference to Exhibit 4.1 to Nabors Industries Ltd. Form 8-K (File No. 001-32657) filed with the Commission on September 13, 2013). |
| 4.3 | Registration Rights Agreement related to the 2.35% senior notes due 2016, dated as of September 12, 2013, among Nabors Industries, Inc., as Issuer, Nabors Industries Ltd., as Guarantor and Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Mizuho Securities USA Inc., as Representatives of the Initial Purchasers (incorporated by reference to Exhibit 4.2 to Nabors Industries Ltd. Form 8-K (File No. 001-32657) filed with the Commission on September 13, 2013). |
| 4.4 | Registration Rights Agreement related to the 5.10% senior notes due 2023, dated as of September 12, 2013, among Nabors Industries, Inc., as Issuer, Nabors Industries Ltd., as Guarantor, and Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Mizuho Securities USA Inc., as Representatives of the Initial Purchasers (incorporated by reference to Exhibit 4.3 to Nabors Industries Ltd. Form 8-K (File No. 001-32657) filed with the Commission on September 13, 2013). |
| 15 | Awareness Letter of Independent Accountants* |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Anthony G. Petrello, Chairman, President and Chief Executive Officer* |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of R. Clark Wood, Principal Accounting and Financial Officer* |
| 32.1 | Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), executed by Anthony G. Petrello, Chairman, President and Chief Executive Officer and R. Clark Wood, Principal Accounting and Financial Officer (furnished herewith).* |
| 101.INS | XBRL Instance Document* |
| 101.SCH | XBRL Schema Document* |
| 101.CAL | XBRL Calculation Linkbase Document* |
| 101.LAB | XBRL Label Linkbase Document* |
| 101.PRE | XBRL Presentation Linkbase Document* |
| 101.DEF | XBRL Definition Linkbase Document* |

* Filed herewith.

