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NOBLE CORP
Form S-4MEF
April 22, 2002

As filed with the Securities and Exchange Commission on April 22, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NOBLE CORPORATION
(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS
(State or other jurisdiction of
incorporation or organization)

1381
(Primary Standard Industrial
Classification Code Number)

98-
(I.R.S.
Identification

13135 SOUTH DAIRY ASHFORD, SUITE 800
SUGAR LAND, TEXAS 77478
(281) 276-6100
(Address, including Zip Code, and telephone number,
including area code, of registrant's principal executive offices)

ROBERT
PR
NOBLE
13135 SOUTH DAI
SUGAR LA
(281
(Name, address, including
including area cod

Copy to:
David L. Emmons
Baker Botts L.L.P.
2001 Ross Avenue, Suite 700
Dallas, Texas 75201-2980
(214) 953-6500

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE
PUBLIC: As soon as practicable after this Registration Statement becomes
effective and all other conditions to the merger of Noble Drilling Corporation,
a Delaware corporation ("Noble-Delaware"), with Noble Cayman Acquisition
Corporation, an indirect, wholly owned subsidiary of the registrant, have been
satisfied.

If the securities being registered on this Form are being offered in
connection with the formation of a holding company and there is compliance with
General Instruction G, check the following box: ☐

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and
list the Securities Act registration statement number of the earlier effective
registration statement number for the same offering. ☒ 333-84278

If this Form is a post-effective amendment filed pursuant to Rule 462(d)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement

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for the same offering. []

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED(1) ----- | AMOUNT TO BE REGISTERED (2) ----- | PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3) ----- | PR MA AGG OFFER ----- |
|---|---|--|-----------------------------------|
| Ordinary Shares, par value U.S.\$0.10 per share | 2,500,000 | \$ 39.625 | \$ 99 |

- (1) Includes Series A Junior Participating Preferred Share Purchase Rights (the "Rights"). The Rights are associated with and will trade with the Ordinary Shares of the registrant. No additional registration fee is required with respect to the Rights.
- (2) Represents the number of additional Ordinary Shares of the registrant that may be issued in connection with the merger of Noble-Delaware and Noble Cayman Acquisition Corporation (the "merger"), as described in Registration Statement No. 333-84278, which became effective on March 22, 2002. In connection with the filing of that Registration Statement, 132,135,326 Ordinary Shares of the registrant (and the related Rights) were registered with the Securities and Exchange Commission and a fee of \$441,948 was paid. The registrant now anticipates that up to 134,635,326 of its Ordinary Shares (and related Rights) may be issued in the merger.
- (3) Reflects the market price of the common stock of Noble-Delaware to be exchanged for Ordinary Shares of the registrant in connection with the merger computed in accordance with Rule 457(c) and Rule 457(f)(1) under the Securities Act based upon the average of the high and low prices of the common stock of Noble-Delaware as reported by the New York Stock Exchange, Inc. on April 15, 2002, and is estimated solely to determine the registration fee.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement is being filed by the registrant pursuant to General Instruction K to Form S-4 Registration Statement and Rule 462(b) under the Securities Act of 1933 to register an additional 2,500,000 Ordinary Shares of the registrant (and related Series A Junior Participating Preferred Share Purchase Rights (the "Rights")) for issuance in connection with the merger of Noble Cayman Acquisition Corporation, an indirect, wholly owned subsidiary of the registrant, with and into Noble Drilling Corporation (the "Merger").

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The registrant previously registered a total of 132,135,326 Ordinary Shares (and related Rights) in connection with the Merger by means of a currently effective Registration Statement on Form S-4 (Registration No. 333-84278), which was originally filed with the Securities and Exchange Commission on March 13, 2002 and the final proxy statement/prospectus of which was filed pursuant to Rule 424(b)(3) on March 22, 2002 (the "Prior Registration Statement"). The total number of Ordinary Shares of the registrant (and related Rights) to be issued pursuant to the Merger is now expected not to exceed 134,635,326.

INCORPORATION BY REFERENCE

The contents of the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sugar Land, State of Texas, on April 22, 2002.

NOBLE CORPORATION

By: /s/ ROBERT D. CAMPBELL

Robert D. Campbell
President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on April 22, 2002 in the capacities indicated.

SIGNATURE

TITLE

/s/ JAMES C. DAY

Chairman of the Board, Chief Executive Officer and
Director (Principal Executive Officer)

James C. Day*

/s/ ROBERT D. CAMPBELL

President and Director

Robert D. Campbell

/s/ MARK A. JACKSON

Senior Vice President -- Finance

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Mark A. Jackson

Officer, Treasurer, Controller
Secretary (Principal Financial and

/s/ JULIE J. ROBERTSON

Senior Vice President -- Adminis
and Director

Julie J. Robertson

*By: /s/ ROBERT D. CAMPBELL

Robert D. Campbell, Attorney-In-Fact

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EXHIBIT INDEX

| EXHIBIT | EXHIBIT DESCRIPTION |
|---------|---|
| ----- | ----- |
| 5.1 | Opinion of Maples and Calder, regarding the legality of securities to be issued by Noble Corporation, a Cayman Islands exempted company limited by shares |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Maples and Calder (included in Exhibit 5.1) |
| 23.3 | Consent of Maples and Calder |
| 23.4 | Consent of Thompson & Knight L.L.P. |
| 24.1 | Power of Attorney given by James C. Day (incorporated by reference to the power of attorney contained in Form S-4 Registration Statement (No. 333-84278)) |
| 99.1 | Consent of Michael A. Cawley as nominee for directorship |
| 99.2 | Consent of Lawrence J. Chazen as nominee for directorship |
| 99.3 | Consent of Luke R. Corbett as nominee for directorship |
| 99.4 | Consent of Marc E. Leland as nominee for directorship |
| 99.5 | Consent of Jack E. Little as nominee for directorship |
| 99.6 | Consent of William A. Sears as nominee for directorship |

