

Transocean Ltd.  
Form S-4MEF  
November 22, 2016

As filed with the Securities and Exchange Commission on November 22, 2016

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-4

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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TRANSOCEAN LTD.

(Exact name of registrant as specified in its charter)

		I.R.S. Employer Identification Number)
Zug, Switzerland (State or other jurisdiction of incorporation or organization)	1381 (Primary Standard Industrial Classification Code Number)	98-0599916  (I.R.S. Employer Identification Number)

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Chemin de Blandonnet 10

CH-1214 Vernier, Switzerland

+41 (22) 930 9000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Brady K. Long

Senior Vice President and General Counsel

Transocean Ltd.

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c/o Transocean Offshore Deepwater Drilling Inc.

4 Greenway Plaza

Houston, Texas 77046

(713) 232-7500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

Gene J. Oshman	Raoul F. Dias	Srinivas M. Raju
James H. Mayor	Senior Counsel and Corporate Secretary	Richards, Layton & Finger, PA
Andrew J. Ericksen	Transocean Partners LLC	One Rodney Square
Baker Botts L.L.P.	40 George Street	920 King Street
910 Louisiana Street	London, England	Wilmington, Delaware 19801
Houston, Texas 77002-4995	United Kingdom W1U 7DW	(302) 651-7701
(713) 229-1234	+ 44 (20) 3675-8410	

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Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the enclosed document.

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 for the same offering.

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 for the same





#### ADDITIONAL INFORMATION

Pursuant to its Registration Statement on Form S-4 (Registration No. 333- 213146), declared effective as of October 4, 2016, and as amended and supplemented to date, Transocean Ltd. (“Transocean”) registered an aggregate of 22,696,505 Transocean shares and paid an aggregate fee of \$25,362. Transocean is filing this Registration Statement on Form S-4 pursuant to General Instruction K of Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, for the sole purpose of registering an additional 1,138,103 Transocean shares for issuance in connection with the consummation of the merger contemplated by the Agreement and Plan of Merger dated as of July 31, 2016, as amended as of November 21, 2016, by and among Transocean, Transocean Partners Holdings Limited, a Cayman Islands exempted company, TPHL Holdings LLC, a Marshall Islands limited liability company, and Transocean Partners LLC, a Marshall Islands limited liability company. Because the total number of common units being converted in the merger has not changed, no additional fee is due.

#### INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-4 (Registration No. 333- 213146), including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index attached to and filed with this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in Zug, Switzerland, on November 22, 2016.

TRANSOCEAN LTD.

By: /s/ MARK L. MEY

Mark L. Mey

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement, or amendment thereto, has been signed below by the following persons in the capacities indicated on November 22, 2016.

SIGNATURE	TITLE
/s/ JEREMY D. THIGPEN Jeremy D. Thigpen	President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ MARK L. MEY Mark L. Mey	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ DAVID TONNEL David Tonnel	Senior Vice President, Supply Chain and Corporate Controller (Principal Accounting Officer)
*	Chairman of the Board of Directors
Merrill A. "Pete" Miller, Jr. *	Director
Glyn A. Barker *	Director
Vanessa C.L. Chang *	Director
Frederico F. Curado *	Director
Chadwick C. Deaton *	Director
Vincent J. Intrieri *	Director
Martin B. McNamara *	Director
Samuel Merksamer *	Director
Edward R. Muller *	Director
Tan Ek Kia	

\* By: /s/ David Tonnel  
David Tonnel,

Attorney-in-fact

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EXHIBIT INDEX

Exhibit No.	Description
†5.1	Opinion of Homburger AG as to the legality of the securities being offered.
†8.1	Opinion of Baker Botts L.L.P. as to certain tax matters.
†23.1	Consent of Ernst & Young LLP (Transocean Ltd.).
†23.2	Consent of Ernst & Young LLP (Transocean Partners LLC).
†23.3	Consent of Homburger AG (included in Exhibit 5.1).
†23.4	Consent of Baker Botts L.L.P. (included in Exhibit 8.1).
24.1	Powers of Attorney of Transocean Ltd. (incorporated by reference to Exhibit 24.1 to Transocean Ltd.'s Registration Statement on Form S-4 (Registration No. 333- 213146), which was filed with the Securities and Exchange Commission on August 15, 2016)
†99.1	Consent of Evercore Group L.L.C.
†	Filed herewith.

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