

DIAMOND OFFSHORE DRILLING INC  
Form 8-K  
November 04, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): November 4, 2013**

**Diamond Offshore Drilling, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-13926**  
**(Commission**  
  
**File Number)**  
**15415 Katy Freeway**

**76-0321760**  
**(IRS Employer**  
  
**Identification No.)**

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**Houston, Texas 77094**

**(Address of Principal Executive Offices and Zip Code)**

**Registrant's telephone number, including area code: (281) 492-5300**

**Not Applicable**

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

Check the appropriate line below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On October 31, 2013, Diamond Offshore Drilling, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, in connection with the offer and sale of \$250 million aggregate principal amount of the Company's 3.45% Senior Notes due 2023 and \$750 million aggregate principal amount of the Company's 4.875% Senior Notes due 2043 (collectively, the Notes). The Underwriting Agreement includes the terms and conditions of the offer and sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type. The Notes are being offered and sold pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-180004), the prospectus, dated March 9, 2012, forming a part of which was supplemented by the Company's prospectus supplement dated October 31, 2013.

This description of the Underwriting Agreement is qualified in its entirety by the terms of the Underwriting Agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

In reviewing the Underwriting Agreement included as an exhibit to this report, please remember it is included to provide you with information regarding its terms and is not intended to provide any other factual or disclosure information about the Company or the other parties to the Underwriting Agreement. The Underwriting Agreement contains representations and warranties by the parties thereto. These representations and warranties have been made solely for the benefit of the other parties to the Underwriting Agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

may have been qualified by disclosures that were made to the other party in connection with the negotiation of the Underwriting Agreement, which disclosures are not necessarily reflected in the Underwriting Agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the Underwriting Agreement or such other date or dates as may be specified in the Underwriting Agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

| <b>Exhibit number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Underwriting Agreement, dated as of October 31, 2013, among J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, and Diamond Offshore Drilling, Inc. |
| 5.1                   | Opinion of Duane Morris LLP   |
| 23.1                  | Consent of Duane Morris LLP (included as part of Exhibit 5.1)   |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIAMOND OFFSHORE DRILLING, INC.

By: */s/ William C. Long*

William C. Long  
Senior Vice President, General Counsel  
and Secretary

Dated: November 4, 2013