

Noble Corp plc
Form 8-K
February 28, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (date of earliest event reported): February 22, 2019

NOBLE CORPORATION plc

(Exact name of Registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

001-36211
(Commission file number)

98-0619597
(I.R.S. employer
identification number)

10 Brook Street
London, England

W1S 1BG

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: +44 20 3300 2300

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02(e) Compensatory Arrangements of Certain Officers.

On February 22, 2019, Noble Corporation plc, a public limited company incorporated under the laws of England and Wales (the Company), awarded a retention bonus to each of Adam C. Peakes, Senior Vice President and Chief Financial Officer, and William E. Turcotte, Senior Vice President, General Counsel and Corporate Secretary, of the Company. The retention bonuses vest as follows: one-half of the bonus amount vests on December 31, 2020 and the other half vests on December 31, 2021, subject to the individual being employed by the Company on those dates. Mr. Peakes retention bonus is \$900,000 and Mr. Turcotte's retention bonus is \$920,000.

SIGNATURES

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

Date: February 28, 2019

NOBLE CORPORATION plc

By: /s/ William E. Turcotte
William E. Turcotte
Senior Vice President, General Counsel
and Corporate Secretary

LAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">6. SHARED VOTING POWER

2,531,600

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,531,600

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,531,600

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

12. TYPE OF REPORTING PERSON

CO

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kylin Management LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,102,184

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,102,184

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,102,184

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

12. TYPE OF REPORTING PERSON

OO

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ted Kang

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,102,184

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,102,184

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,102,184

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

12. TYPE OF REPORTING PERSON

IN, HC

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This Schedule 13G reflects the beneficial ownership of the Reporting Persons (as defined below) as of December 11, 2013.

ITEM 1(a). NAME OF ISSUER:

Interactive Brokers Group, Inc. (the "Issuer")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Pickwick Plaza
Greenwich, Connecticut 06830

ITEM 2(a). NAME OF PERSON FILING:

The names of the persons filing this statement on Schedule 13G are (collectively, the "Reporting Persons"):

- Kylin Offshore Master Fund Ltd. ("Offshore Fund")
- Kylin Management LLC ("Kylin Management")
- Mr. Ted Kang ("Mr. Kang")

Kylin Management is the investment manager of the Offshore Fund and other accounts it separately manages (the "Separately Managed Accounts"). Mr. Kang is the manager of Kylin Management. Kylin Management and Mr. Kang may each be deemed to have voting and dispositive power with respect to the Common Shares (as defined below) held by the Offshore Fund and the Separately Managed Accounts.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The business address of each of Kylin Management and Mr. Kang is 366 Madison Avenue, 16th Floor, New York, New York 10017.

The business address of the Offshore Fund is c/o Citco (Canada) Inc. 2 Bloor Street, Suite 2700, Toronto, Ontario M4W 1A8, Canada.

ITEM 2(c). CITIZENSHIP:

Mr. Kang is a citizen of the United States.

Kylin Management is a limited liability company formed under the laws of the State of Delaware.

The Offshore Fund is a company formed under the laws of the Cayman Islands.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Class A Common Stock, \$0.01 par value per share (the "Common Shares")

ITEM 2(e). CUSIP NUMBER:

45841N107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) [Broker or dealer registered under Section 15 of the Exchange Act.
]
- (b) [Bank as defined in Section 3(a)(6) of the Exchange Act.
]
- (c) [Insurance company defined in Section 3(a)(19) of the Exchange Act.
]
- (d) [Investment company registered under Section 8 of the Investment Company Act.
]
- (e) [An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
]
- (f) [An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
]
- (g) [A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
]
- (h) [A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
]
- (i) [A church plan that is excluded from the definition of an investment company under Section 3(c)(14)
] of the Investment Company Act;
- (j) [Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
]

If this statement is filed pursuant to Rule 13d-1(c), check this box [x]

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - (i) The Offshore Fund individually beneficially owns 2,531,600 Common Shares.

(ii) Kylin Management, as the investment manager of the Offshore Fund, may be deemed to beneficially own the 2,531,600 Common Shares beneficially owned by the Offshore Fund and an additional 570,584 Common Shares held in the Separately Managed Accounts.

(iii) Mr. Kang may be deemed to be the beneficial owner of the Common Shares beneficially owned by Kylin Management.

(iv) Collectively, the Reporting Persons beneficially own 3,102,184 Common Shares.

(b) Percent of Class:

(i) The Offshore Fund's individual beneficial ownership of 2,531,600 Common Shares represents 5.1% of all of the outstanding Common Shares.

(ii) Kylin Management's and Mr. Kang's beneficial ownership of 3,102,184 Common Shares represents 6.2% of all of the outstanding Common Shares.

(iii) Collectively, the Reporting Persons' beneficial ownership of 3,102,184 Common Shares represents 6.2% of all of the outstanding Common Shares.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote Common Shares:

Not applicable.

(ii) Shared power to vote or to direct the vote of Common Shares:

The Offshore Fund, Kylin Management and Mr. Kang have shared power to vote or direct the vote of the 2,513,006 Common Shares individually beneficially owned by the Offshore Fund.

Kylin Management and Mr. Kang have shared power to vote or direct the vote of the 570,584 Common Shares held in the Separately Managed Accounts.

(iii) Sole power to dispose or to direct the disposition of Common Shares:

Not applicable.

(iv) Shared power to dispose or to direct the disposition of Common Shares:

The Offshore Fund, Kylin Management and Mr. Kang have shared power to dispose or direct the disposition of the 2,513,006 Common Shares individually beneficially owned by the Offshore Fund.

Kylin Management and Mr. Kang have shared power to dispose or direct the disposition of the 570,584 Common Shares held in the Separately Managed Accounts.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Exhibit B

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete, and correct.

Dated: December 11, 2013

KYLIN OFFSHORE MASTER FUND LTD.

By: Kylin Management LLC, as Investment Manager

By: /s/ Paul Guggenheimer

Paul Guggenheimer, Chief Financial Officer

KYLIN MANAGEMENT LLC

By: /s/ Paul Guggenheimer

Paul Guggenheimer, Chief Financial Officer

/s/ Paul Guggenheimer

Paul Guggenheimer, as Attorney-in-Fact

For Ted Kang

EXHIBIT A
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Shares of Interactive Brokers Group, Inc. dated as of December 11, 2013 is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: December 11, 2013

KYLIN OFFSHORE MASTER FUND LTD.

By: Kylin Management LLC, as Investment Manager

By: /s/ Paul Guggenheimer
Paul Guggenheimer, Chief Financial Officer

KYLIN MANAGEMENT LLC

By: /s/ Paul Guggenheimer
Paul Guggenheimer, Chief Financial Officer

/s/ Paul Guggenheimer
Paul Guggenheimer, as Attorney-in-Fact
For Ted Kang

EXHIBIT B

Kylin Offshore Master Fund LTD.

Kylin Management LLC

Mr. Ted Kang

POWER OF ATTORNEY

The undersigned hereby makes, constitutes and appoints Paul Guggenheimer as the undersigned's true and lawful authorized representative, attorney-in-fact and agent, with the power individually to execute for and on behalf of the undersigned and to file with and deliver to the United States Securities and Exchange Commission and any other authority or party required or entitled to receive the same: (a) any Forms 3, 4 and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules promulgated thereunder; and (b) any Schedule 13D or Schedule 13G, and any amendments thereto, on behalf of the undersigned in accordance with Section 13 of the 1934 Act and the rules promulgated thereunder.

The undersigned also hereby grants to such attorney-in-fact the full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the 1934 Act or any other provision of the 1934 Act or the rules promulgated thereunder.

This Power of Attorney shall remain in full force and effect until earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 15th day of November, 2010.

/s/ Ted Kang
Ted Kang

ACKNOWLEDGEMENT IN NEW YORK STATE

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On November 15, 2010, before me, the undersigned personally appeared, Ted Kang, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

(signature and office of individual taking acknowledgement)

[Notary Stamp and Seal]