

NOBLE CORP  
Form POS AM  
February 08, 2011

**Table of Contents**

**As filed with the Securities and Exchange Commission on February 8, 2011**

**Registration No. 333-165403**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Post-Effective Amendment No. 1 to  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
NOBLE CORPORATION  
NOBLE HOLDING INTERNATIONAL LIMITED  
(Exact name of each registrant as specified in its charter)**

**NOBLE CORPORATION  
CAYMAN ISLANDS**  
*(State or other jurisdiction of  
incorporation or organization)*

**NOBLE HOLDING INTERNATIONAL LIMITED  
CAYMAN ISLANDS**  
*(State or other jurisdiction of  
incorporation or organization)*

**98-0366361**  
*(I.R.S. employer identification no.)*

**98-0477694**  
*(I.R.S. employer identification no.)*

Suite 3D, Landmark Square  
64 Earth Close  
Georgetown, Grand Cayman  
Cayman Islands, BWI  
(345) 938-0293  
*(Address, including zip code, and telephone  
number, including area code, of registrant's  
principal executive offices)*

Suite 3D, Landmark Square  
64 Earth Close  
Georgetown, Grand Cayman  
Cayman Islands, BWI  
(345) 938-0293  
*(Address, including zip code, and telephone  
number, including area code, of  
registrant's principal executive offices)*

**Alan R. Hay  
Noble Corporation  
Suite 3D, Landmark Square  
64 Earth Close  
P.O. Box 31327  
Georgetown, Grand Cayman  
Cayman Islands, BWI**  
*(Name, address, including zip code, and telephone  
number,  
including area code, of agent for service)*

*Copy to:*  
**David L. Emmons  
Joe S. Poff  
Baker Botts L.L.P.  
One Shell Plaza  
910 Louisiana Street  
Houston, Texas 77002**

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

**This Post-Effective Amendment No. 1 to Form S-3 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission, acting pursuant to said Section 8(c), may determine.**

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**TABLE OF CONTENTS**

SIGNATURES

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**Table of Contents**

**REMOVAL OF SECURITIES FROM REGISTRATION**

Noble Corporation, a Cayman Islands company, and Noble Holding International Limited filed a Registration Statement on Form S-3 (Nos. 333-165403 and 333-165403-01) to register debt securities and guarantees of debt securities with a proposed maximum aggregate offering price of up to \$1,500,000,000 (as amended, the Registration Statement ). The Registration Statement was declared effective by the Securities and Exchange Commission on March 24, 2010. Under the Registration Statement, Noble Holding International Limited issued and sold \$1,250,000,000 aggregate principal amount of senior notes, guaranteed by Noble Corporation, on July 26, 2010. This Amendment No. 1 to the Registration Statement is being filed to deregister all remaining unsold securities under the Registration Statement.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, Noble Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Grand Cayman, Cayman Islands, on the 8th day of February, 2011.

NOBLE CORPORATION

By: /s/ Dennis J. Lubojacky  
Name: Dennis J. Lubojacky  
Title: *Vice President and Chief Financial Officer*

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 8th day of February, 2011.

<b>Signature</b>	<b>Title</b>
*	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
David W. Williams	
/s/ Dennis J. Lubojacky	Vice President and Chief Financial Officer and Director
Dennis J. Lubojacky	<i>(Principal Financial and Accounting Officer and Authorized Representative in the United States)</i>
*	
Alan P. Duncan	Director
*	
Andrew J. Strong	Director
*By: /s/ Dennis J. Lubojacky	
Dennis J. Lubojacky	Attorney-in-fact

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**Table of Contents**

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, Noble Holding International Limited certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Grand Cayman, Cayman Islands on the 8th day of February, 2011.

NOBLE HOLDING INTERNATIONAL  
LIMITED

By: /s/ Alan R. Hay  
Name: Alan R. Hay  
Title: *Director*

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 8th day of February, 2011.

<b>Signature</b>	<b>Title</b>
/s/ Alan R. Hay	Director
Alan R. Hay	<i>(Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Authorized Representative in the United States)</i>
/s/ Andrew J. Strong	
Andrew J. Strong	Director
/s/ Alan P. Duncan	
Alan P. Duncan	Director