

Noble Corp / Switzerland
Form 8-K
May 04, 2011

**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): April 29, 2011

NOBLE CORPORATION

(Exact name of registrant as specified in its charter)

Switzerland

000-53604

98-0619597

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**Dorfstrasse 19A
Baar, Switzerland**

6340

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **41 (41) 761-65-55**

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

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 annual general meeting of the shareholders of Noble Corporation, a Swiss corporation (the Company), was held on April 29, 2011. Matters voted on at the annual general meeting and the results thereof were as follows:

- (1) Proposal 1: Election of directors. The following individuals were elected to the Company's Board of Directors for a three-year term that will expire in 2014:

| Nominee | For | Withhold | Broker Non-Votes |
|----------------------|-------------|-----------|------------------|
| Lawrence J. Chazen | 173,974,866 | 6,784,837 | 22,698,980 |
| Jon A. Marshall | 174,775,025 | 5,984,678 | 22,698,980 |
| Mary P. Ricciardello | 175,269,947 | 5,489,756 | 22,698,980 |

- (2) Proposal 2: The proposal to approve the 2010 Annual Report, the consolidated financial statements of the Company for fiscal year 2010 and the statutory financial statements of the Company for fiscal year 2010 was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 202,939,320 | 266,905 | 252,457 | |

- (3) Proposal 3: The proposal to create a reserve through appropriation of retained earnings was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 202,733,645 | 436,802 | 288,236 | |

- (4) Proposal 4: The proposal to approve a capital reduction by cancellation of certain shares held in treasury was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 180,404,010 | 167,586 | 188,107 | 22,698,980 |

- (5) Proposal 5: The proposal to extend the Board of Directors authority to issue authorized share capital was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 166,570,740 | 36,432,562 | 449,823 | |

- (6) Proposal 6: The proposal to approve a return of capital in the form of a par value reduction was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 202,843,143 | 373,143 | 242,394 | |

- (7) Proposal 7: The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2011 and to elect PricewaterhouseCoopers AG as the Company's statutory auditor for a one-year term was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 201,132,191 | 2,087,942 | 238,550 | |

- (8) Proposal 8: The proposal to discharge the members of the Board of Directors and the executive officers for fiscal year 2010 was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 200,790,142 | 1,819,068 | 848,875 | |

- (9) Proposal 9: The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 105,370,216 | 75,085,381 | 301,155 | 22,701,931 |

- (10) Proposal 10: The Company's shareholders cast their votes with respect to the advisory vote on the frequency of future advisory votes on executive compensation as set forth below:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|---------|------------------|
| 133,367,033 | 1,327,108 | 45,405,235 | 660,327 | 22,698,980 |

The Board of Directors will evaluate the results of this non-binding advisory vote and make a determination as to whether the Company will submit future advisory votes on executive compensation every one, two or three years. The Company will amend this Current Report on Form 8-K to provide information regarding such determination.

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: May 4, 2011

NOBLE CORPORATION, a Swiss
corporation

By: /s/ Julie J. Robertson
Julie J. Robertson
Executive Vice President and Corporate
Secretary