

Noble Corp plc  
Form 8-K  
April 27, 2016

**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 22, 2016**

**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)**

**Devonshire House, 1 Mayfair Place**

**W1J8AJ**

**London, England**  
**(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))

**Item 5.02(e) Compensatory Arrangements of Certain Officers.**

On April 22, 2016, Noble Corporation plc, a company incorporated in England and Wales (the Company), held its annual general meeting of shareholders. At the meeting, shareholders approved an amendment to the Noble Corporation plc 2015 Omnibus Incentive Plan (the Noble Incentive Plan) to increase the number of ordinary shares available for issuance as long-term incentive compensation under the Noble Incentive Plan by 9,500,000 shares.

The Noble Incentive Plan is attached to this Current Report as Exhibit 10.1 and is incorporated herein by reference. A summary description of the material features of the Noble Incentive Plan is set forth in the Company's 2016 Proxy Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 10.1 Noble Corporation plc 2015 Omnibus Incentive Plan, restated as of May 1, 2016.

**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: April 26, 2016

NOBLE CORPORATION PLC

By: /s/ Dennis J. Lubojacky  
Dennis J. Lubojacky  
Chief Financial Officer, Vice President,  
Controller and Treasurer

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 10.1                   | Noble Corporation plc 2015 Omnibus Incentive Plan, restated as of May 1, 2016. |