

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): May 9, 2018

TRANSOCEAN LTD.

(Exact name of registrant as specified in its charter)

Switzerland
(State or other jurisdiction of
incorporation or organization)

000-53533
(Commission
File Number)

98-0599916
(I.R.S. Employer
Identification No.)

Turmstrasse 30
Steinhausen, Switzerland

CH-6312

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code: **+41 (41) 749-0500**

(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 (*see* General Instruction A.2. below):

- 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 8.01 Other Events

On May 9, 2018, Transocean Ltd. ("Transocean") announced that, through a joint venture with Hayfin Capital Management LLP, it has purchased a 33.3% interest in the *West Rigel*, a newbuild harsh environment semisubmersible. The total purchase price for the rig, built by Sembcorp Marine Ltd.'s Jurong Shipyard Pte Ltd, is \$500 million. The rig is expected to be delivered in the fourth quarter of 2018, and available for charter in the first quarter of 2019.

A copy of the press release announcing Transocean's acquired interest in the harsh environment newbuild semisubmersible is being furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release Announcing Acquisition of Interest in Harsh Environment Newbuild Semisubmersible |

Forward-Looking Statements

The statements described in this Form 8-K and referenced press release that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements contain words such as "possible," "intend," "will," "if," "expect" or other similar expressions. Forward-looking statements are based on management's current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, estimated duration of customer contracts, contract dayrate amounts, future contract commencement dates and locations, planned shipyard projects, timing of the company's newbuild deliveries, operating hazards and delays, risks associated with international operations, actions by customers and other third parties, the future prices of oil and gas, the intention to scrap certain drilling rigs and other factors, including those and other risks discussed in the company's most recent Annual Report on Form 10-K for the year ended December 31, 2017, and in the company's other filings with the SEC, which are available free of charge on the SEC's website at www.sec.gov. Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or expressed or implied by such forward-looking statements. All subsequent written and oral forward-looking statements attributable to the company or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that occur, or which we become aware of, after the date hereof, except as otherwise may be required by law. All non-GAAP financial measure reconciliations to the most comparative GAAP measure are displayed in quantitative schedules on the company's website at www.deepwater.com

Index to Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release Announcing Acquisition of Interest in Harsh Environment Newbuild Semisubmersible |

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.

TRANSOCEAN LTD.

Date: May 9, 2018

By: /s/ Daniel Ro-Trock
Daniel Ro-Trock
Authorized Person



TRANSOCEAN ACQUIRES INTEREST IN HARSH ENVIRONMENT NEWBUILD SEMISUBMERSIBLE

STEINHAUSEN, Switzerland—May 9, 2018—Transocean Ltd. (NYSE: RIG) announced today that, through a joint venture with funds managed and/or advised by Hayfin Capital Management LLP (“Hayfin”), it has purchased a 33.3% interest in the *West Rigel*, a newbuild harsh environment semisubmersible. The total purchase price for the rig, built by Sembcorp Marine Ltd.’s (“Sembcorp”) Jurong Shipyard Pte Ltd, is \$500 million.

Transocean has initially invested \$83 million in the joint venture with an additional investment of \$83 million to be made at a later date in accordance with the terms of the joint venture arrangements with Hayfin. Transocean has also invested \$8 million for working capital, which includes upgrades and activation cost with additional amounts to be later funded. The rig is expected to be delivered in the fourth quarter of 2018, and available for charter in the first quarter of 2019.

The rig, renamed the *Transocean Norge*, is a Moss Maritime CS60 design harsh environment semisubmersible and is considered to be among the most capable newbuild semisubmersibles in the world. Transocean possesses the exclusive right to market and operate the *Transocean Norge*, and will immediately begin engagement with customers.

Transocean’s President and Chief Executive Officer Jeremy Thigpen remarked: “Our interest in the *Transocean Norge*, along with the recent acquisition of Songa Offshore, underscores our commitment to high-grading our fleet in a financially prudent manner to provide our customers with the drilling assets and expertise they seek for projects in harsh environment and ultra-deepwater environments.” Mr. Thigpen continued: “Given the strong demand and improving utilization and dayrates for this class of rig, we expect to secure work for the *Transocean Norge* in the near future.”

About Transocean

Transocean is a leading international provider of offshore contract drilling services for oil and gas wells. The company specializes in technically demanding sectors of the global offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services, and believes that it operates one of the most versatile offshore drilling fleets in the world.

Transocean owns or has partial ownership interests in, and operates a fleet of 47 mobile offshore drilling units consisting of 27 ultra-deepwater floaters, 12 harsh environment floaters, two deepwater floaters and six midwater floaters. In addition, Transocean is constructing two ultra-deepwater drillships; and one harsh environment semisubmersible that the company has a one-third interest. The company also operates one high-specification jackup that was under a drilling contract when the rig was sold, and the company will continue to operate the jackup until completion or novation of the drilling contract.

For more information about Transocean, please visit: www.deepwater.com.

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This press release, or referenced documents, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities, and do not constitute an offering prospectus within the meaning of article 652a or article 1156 of the Swiss Code of Obligations. Investors must rely on their own evaluation of Transocean and its securities, including the merits and risks involved. Nothing contained herein is, or shall be relied on as, a promise or representation as to the future performance of Transocean.

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