

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
the Securities Act of 1933*

TRANSOCEAN LTD.

(Exact Name of Registrant as Specified in its Charter)

Zug, Switzerland
(State or other jurisdiction of
incorporation or organization)

001-38373
(Commission
File Number)

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

Turmstrasse 30
Steinhausen, Switzerland
(Address of principal executive offices)

6312
(zip code)

TRANSOCEAN LTD. 2015 LONG-TERM INCENTIVE PLAN
(Full title of plan)

Brady K. Long
Senior Vice President and General Counsel
Transocean Ltd.
c/o Transocean Offshore Deepwater Drilling Inc.
4 Greenway Plaza
Houston, Texas 77046
+1 (713) 232-7500

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copy to:
Gene J. Oshman
Andrew J. Ericksen
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002-4995
(713) 229-1234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Shares, par value CHF 0.10 per share	12,000,000	\$13.68	\$164,160,000	\$19,897

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement is deemed to include additional shares issuable pursuant to the adjustment provisions of the Transocean Ltd. 2015 Long-Term Incentive Plan by reason of any unit dividend, unit split, recapitalization or other similar transaction.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based upon the average of the high and low sales prices of a share of Transocean Ltd. as reported by the New York Stock Exchange on October 5, 2018.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by Transocean Ltd., a Swiss corporation (the “Company” or the “Registrant”) pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 12,000,000 registered shares pursuant to the Transocean Ltd. 2015 Long-Term Incentive Plan (the “Plan”).

The Board of Directors of the Company recommended for approval and, on May 18, 2018, the shareholders of the Company approved an amendment of the Plan that increased the number of shares available for issuance under the Plan from 20,712,966 to 32,712,966.

The contents of the Registration Statement on Form S-8 (No. 333-204359) are incorporated by reference into this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Number</u>	<u>Description</u>	<u>Location</u>
4.1	Articles of Association of Transocean Ltd.	Exhibit 3.1 to Transocean Ltd.’s Quarterly Report on Form 10-Q (Commission File No. 000-38373) filed on July 31, 2018.
4.2	Organizational Regulations of Transocean Ltd., adopted November 18, 2016.	Exhibit 3.1 to Transocean Ltd.’s Current Report on Form 8-K (Commission File No. 000-53533) filed on November 23, 2016.
4.3	Transocean Ltd. 2015 Long-Term Incentive Plan	Annex B to Transocean Ltd.’s definitive proxy statement (Commission File No. 001-53533) filed on March 23, 2015.
4.4	First Amendment to Transocean Ltd. 2015 Long-Term Incentive Plan	Annex B to Transocean Ltd.’s definitive proxy statement (Commission File No. 001-38373) filed on March 20, 2018.
5.1	Opinion of Homburger AG	Filed herewith.
23.1	Consent of Ernst & Young LLP	Filed herewith.
23.2	Consent of Homburger AG	Included in Exhibit 5.1 hereto.
24.1	Power of Attorney	Included as part of the signature page to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Steinhausen, Switzerland, on October 9, 2018.

TRANSOCEAN LTD.

By: /s/ Jeremy D. Thigpen
Name: Jeremy D. Thigpen
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jeremy D. Thigpen, Mark L. Mey and David Tonnel, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on October 9, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Jeremy D. Thigpen</u> Jeremy D. Thigpen	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Mark L. Mey</u> Mark L. Mey	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ David Tonnel</u> David Tonnel	Senior Vice President and Corporate Controller (Principal Accounting Officer)
<u>/s/ Merrill A. "Pete" Miller, Jr</u> Merrill A. "Pete" Miller, Jr	Chairman of the Board of Directors
<u>/s/ Glyn Barker</u> Glyn Barker	Director
<u>/s/ Vanessa C.L. Chang</u> Vanessa C.L. Chang	Director
<u>/s/ Frederico F. Curado</u> Frederico F. Curado	Director

Signature	Title
<u>/s/ Chadwick C. Deaton</u> Chadwick C. Deaton	Director
<u>/s/ Tan Ek Kia</u> Tan Ek Kia	Director
<u>/s/ Vincent J. Intrieri</u> Vincent J. Intrieri	Director
<u>/s/ Frederick W. Mohn</u> Frederick W. Mohn	Director
<u>/s/ Samuel Merksamer</u> Samuel Merksamer	Director
<u>/s/ Edward R. Muller</u> Edward R. Muller	Director

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October 9, 2018 OSD | ROG

Transocean Ltd.

Ladies and Gentlemen

We have acted as special Swiss counsel to Transocean Ltd., a company limited by shares incorporated under the laws of Switzerland (the **Company**), in connection with the Registration Statement on Form S-8 (the **Registration Statement**) to be filed with the United States Securities and Exchange Commission (the **SEC**) on the date hereof under the Securities Act of 1933, as amended (the **Act**), with respect to the registration of an additional 12,000,000 registered shares of the Company, each with a par value of CHF 0.10 (the **Registered Shares**), that may be delivered pursuant to the Plan (as defined below). As such counsel, we have been requested to give our opinion as to certain legal matters under Swiss law.

Capitalized terms used herein shall have the meaning attributed to them in the Documents unless otherwise defined herein.

I. Basis of Opinion

This opinion is confined to and given on the basis of the laws of Switzerland in force at the date hereof as currently applied by the Swiss courts. In the absence of explicit statutory law, we base our opinion solely on our independent professional judgment. This opinion is also confined to the matters stated herein and is not to be read as extending, by implication or otherwise, to any document referred to in the Documents (other than listed below) or any other matter.

For purposes of this opinion we have not conducted any due diligence or similar investigation as to factual circumstances, which are or may be referred to in the Documents, and we express no opinion as to the accuracy of representations and warranties of facts set out in the Documents or the factual background assumed therein.

For the purpose of giving this opinion, we have only examined originals or copies of the following documents (collectively the **Documents**):

- (i) A copy of the resolution passed by the shareholders of the Company at the Company's annual general meeting held on May 18, 2018 (the **Shareholder Resolution**), as reflected in the minutes of such meeting, dated May 18, 2018, regarding the approval by the Company's shareholders of an increase of 12,000,000 shares in the aggregate amount of shares available for issuance pursuant to the Company's 2015 Long-Term Incentive Plan (the **Plan**);
- (ii) A copy of the minutes of the meeting of the Company's board of directors, dated as of May 18, 2018 and February 8/9, 2018 (the **Board Resolutions**), including, among other things, a resolution approving the amendment and the restatement of the Plan and a resolution recommending that the Company's shareholders approve at the 2018 annual general meeting an increase of 12,000,000 shares in the aggregate amount of shares available pursuant to the Plan;
- (iii) A copy of the Plan, as amended and restated effective May 18, 2018;
- (iv) A copy of the Articles of Association (*Statuten*) of the Company in the form as deposited with the Commercial Register of the Canton of Zug, Switzerland, dated as of May 18, 2018 (the **Articles of Association**);
- (v) A copy of the Organizational Regulations (*Organisationsreglement*) of the Company, dated as of November 18, 2016 (the **Organizational Regulations**); and
- (vi) A copy of a certified excerpt from the Commercial Register of the Canton of Zug, Switzerland, for the Company, dated as of October 1, 2018 (the **Excerpt**).

No documents, other than the Documents, have been reviewed by us in connection with this opinion. Accordingly, we shall limit our opinion to the Documents and their legal implications under Swiss law.

In this opinion, Swiss legal concepts are expressed in English terms and not in their original language. These concepts may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions.

II. Assumptions

In rendering the opinion below, we have assumed the following:

- (a) The filing of the Registration Statement with the SEC has been authorized by all necessary actions under all applicable laws other than Swiss law;
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- (b) all copies, fax copies or electronic versions of the documents produced to us conform to the respective original documents and the originals of such documents were executed in the manner and by the individuals appearing on the respective copies;
 - (c) all signatures appearing on all original documents or copies thereof which we have examined are genuine;
 - (d) all factual information contained in, or material statements given in connection with, the Documents are true and accurate;
 - (e) the Documents are within the capacity and power of, and have been validly authorized and executed by the Company;
 - (f) the Registration Statement has been filed by the Company;
 - (g) any Registered Shares issued out of the Conditional Share Capital (as defined below) will be listed on the New York Stock Exchange in accordance with applicable laws and regulations;
 - (h) all authorizations, approvals, consents, licenses, exemptions and other requirements for the filing of the Registration Statement or for any other activities carried on in view of, or in connection with, the performance of the obligations expressed to be undertaken by the Company in the Registration Statement have been duly obtained and are and will remain in full force and effect, and any related conditions to which the parties thereto are subject have been satisfied;
 - (i) the exercise notice with respect to Registered Shares issued out of Conditional Share Capital will be duly delivered in accordance with Swiss law and the Plan;
 - (j) to the extent the Company issues Registered Shares out of Conditional Share Capital, the performance of the contribution in money or by way of set-off shall be made at a banking institution subject to the Federal Law of November 8, 1934, Relating to Banks and Savings Banks, as amended;
 - (k) the Excerpt, the Articles of Association, Organizational Regulations and the other Documents are correct, complete and up-to-date; and
 - (l) each of the Shareholder Resolution and the Board Resolutions referred to under Section I.(i) and (ii), respectively, (x) has been duly resolved in a meeting duly convened and otherwise in the manner set forth therein, and (y) has not been rescinded or amended and is in full force and effect.
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III. Opinion

Based on the foregoing and subject to the qualifications set out below, we are of the opinion that as of the date hereof:

1. The Company is a corporation (*Aktiengesellschaft*) duly incorporated and validly existing under the laws of Switzerland with all requisite corporate power and authority to enter into, to perform and to conduct its business as described in the Articles of Association.
2. The Company's share capital registered in the Commercial Register of the Canton of Zug amounts to CHF 46,285,269.50, divided into 462,852,695 Registered Shares with a par value of CHF 0.10 each. Such Registered Shares have been validly issued, fully paid and are non-assessable.
3. The Registered Shares that may be issued from the conditional share capital of the Company (the **Conditional Share Capital**), if and when such Registered Shares are issued pursuant to the Plan, and after the nominal amount for such Registered Shares has been paid-in in cash or by way of set-off, will be validly issued, fully paid and non-assessable.

IV. Qualifications

The above opinions are subject to the following qualifications:

- (a) The lawyers of our firm are members of the Zurich bar and do not hold themselves out to be experts in any laws other than the laws of Switzerland. Accordingly, we are opining herein as to Swiss law only and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.
 - (b) We note that, under Swiss law, shares issued out of Conditional Share Capital cannot be paid-in by way of contribution in kind.
 - (c) The exercise of voting rights and rights related thereto with respect to any Registered Shares is only permissible after registration in the Company's share register as a shareholder with voting rights in accordance with the provisions of, and subject to the limitations provided in, the Articles of Association.
 - (d) We express no opinion as to any commercial, accounting, tax, calculating, auditing or other non-legal matter.
 - (e) We have not investigated or verified the truth or accuracy of the information contained in the Registration Statement, nor have we been responsible for ensuring that no material information has been omitted from it;
 - (f) Any issuance of the Registered Shares out of Conditional Share Capital must be confirmed by the auditor of the Company, and amended Articles of Association of the Company reflecting the issuance of Registered Shares from Conditional Share Capital, together with said confirmation by the
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Company's auditor, must be filed with the competent commercial register no later than three months after the end of the Company's fiscal year.

We have issued this opinion as of the date hereof and we assume no obligation to advise you of any changes that are made or brought to our attention hereafter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

This opinion is governed by and shall be construed in accordance with the laws of Switzerland.

Sincerely yours

/s/ Homburger AG

HOMBURGER AG

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Transocean Ltd. 2015 Long-Term Incentive Plan of our reports dated February 21, 2018, with respect to the consolidated financial statements and schedule of Transocean Ltd. and subsidiaries and the effectiveness of internal control over financial reporting of Transocean Ltd. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
October 8, 2018
