

PARAGON OFFSHORE PLC
Form 4
August 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Noble Corp plc

2. Issuer Name and Ticker or Trading Symbol
PARAGON OFFSHORE PLC
[PGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
DEVONSHIRE HOUSE, 1
MAYFAIR PLAZA,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2014

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

LONDON, X0 W1J8AJ

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares of the Issuer, par value \$0.01 per share	08/01/2014		J ⁽¹⁾		84,753,393	D	<u>(1)</u> 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noble Corp plc DEVONSHIRE HOUSE, 1 MAYFAIR PLAZA LONDON, X0 W1J8AJ		X		
Noble Corp Holdings Ltd. SUITE 3D, LANDMARK SQUARE 64 EARTH CLOSE, PO BOX 31327 GRAND CAYMAN, E9 KY1-1206		X		

Signatures

/s/ Sarah Rechter, as Attorney in Fact of Noble Corporation plc 08/05/2014

__Signature of Reporting Person

Date

/s/ Sarah Rechter, as Attorney in Fact of Noble Corporation Holdings Ltd. 08/05/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On August 1, 2014, Noble Corporation Holdings Ltd., a wholly owned subsidiary of Noble Corporation plc ("Noble Parent"), distributed all of the outstanding ordinary shares of the Issuer to Noble Parent. Noble Parent then distributed such shares to its shareholders in a previously announced pro rata distribution. Additional information about this transaction can be found in the Issuer's Registration Statement on Form 10.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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