

PACIFIC DRILLING S.A.  
Form SC 13G  
January 17, 2019

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

Pacific Drilling S.A.  
(Name of Issuer)

Common shares, par value \$0.01 per share  
(Title of Class of Securities)

L7257P 205  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



|   |   |
|---|---|
|   | Name of Reporting Person  |
| 1 | Quantum Pacific (Gibraltar) Limited                               |
|   | Check the appropriate Box if a                                    |
| 2 | Member of a Group   |
| 3 | SEC Use Only  |
| 4 | Citizenship or Place of Organization                              |
|   | Gibraltar   |
|   | Number of Shares Beneficially Owned by Each Reporting Person With |
|   | Sole Voting Power:  |
|   | 5   |
|   | 0 common shares   |
|   | Shared Voting Power:  |
| 6 | 3,842,729 common shares   |
|   | Sole Dispositive Power:   |
| 7 | 0 common shares   |
|   | Shared Dispositive Power:   |
| 8 | 3,842,729 common  |

9 shares  
Aggregate  
Amount  
Beneficially  
Owned by  
Each Reporting  
Person

3,842,729  
common shares  
Check  
Box  
if  
the  
Aggregate  
Amount  
10 in  
Row  
(9)  
Excludes  
Certain  
Shares

11 Percent Of  
Class  
Represented  
By Amount In  
Row 9

12 5.1%  
Type of  
Reporting  
Person

CO

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|   |  |
|---|--|
|   | Name of Reporting Person   |
| 1 | Quantum Pacific International Limited (1) Check the appropriate Box (a) if a |
| 2 | Member of (b) a Group  |
| 3 | SEC Use Only   |
| 4 | Citizenship or Place of Organization   |
|   | British Virgin Islands   |
|   | Number of Shares Beneficially Owned by Each Reporting Person With            |
|   | Sole Voting Power:   |
|   | 0 common shares  |
|   | Shared Voting Power:   |
| 6 | 3,842,729 common shares  |
|   | Sole Dispositive Power:  |
| 7 | 0 common shares  |
|   | Shared Dispositive Power:  |
| 8 | 0 common shares  |

3,842,729  
 common  
 shares  
 Aggregate  
 Amount  
 Beneficially  
 Owned by  
 9 Each Reporting  
 Person

3,842,729  
 common shares  
 Check  
 Box  
 if  
 the  
 Aggregate  
 Amount  
 10 in  
 Row  
 (9)  
 Excludes  
 Certain  
 Shares

Percent Of  
 Class  
 Represented  
 11 By Amount In  
 Row 9

5.1%  
 Type of  
 Reporting  
 12 Person

CO

(1) The 3,842,729 common shares of Pacific Drilling, S.A. owned by Quantum Pacific (Gibraltar) Limited may be deemed to be beneficially owned by Quantum Pacific International limited, as Quantum Pacific (Gibraltar) Limited is a wholly-owned indirect subsidiary of Quantum Pacific International Limited; the indirect ultimate owner of Quantum Pacific International Limited is a discretionary trust in which Mr. Idan Ofer is the beneficiary.

Item 1(a). Name of Issuer:

Pacific Drilling S.A.

Item 1(b) Address of Issuer's Principal Executive Offices:

8-10, Avenue de la Gare, L-1610 Luxembourg

Item 2(a). Name of Person Filing:

Quantum Pacific (Gibraltar) Limited

Quantum Pacific International Limited

The foregoing persons are hereinafter collectively referred to as the "Reporting Persons" and each a "Reporting Person"

Item 2(b). Address of Principal Business Office or, if None, Residence:

For Quantum Pacific (Gibraltar) Limited – 57/63 Line Wall Road, Gibraltar GX11 1AA

For Quantum Pacific International Limited – c/o Quantum Pacific Monaco SARL, 7 Avenue de Grande Bretagne, MC 98000 MONACO

Item 2(c) Citizenship:

See Item 4 on each cover page hereto.

Item 2(d). Title of Class of Securities:

Common shares, par value \$0.01 per share

Item 2(e). CUSIP Number:

L7257P 205

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is  
a:

Not applicable

Item 4. Ownership:

(a) Amount Beneficially Owned: 3, 842,729 common shares

(b) Percent of Class: 5.1%

(c) Number of shares as to which such person has:

(i) See the responses to Item 5 on the attached cover pages.

(ii) See the responses to Item 6 on the attached cover pages.

(iii) See the responses to Item 7 on the attached cover pages.

(iv) See the responses to Item 8 on the attached cover pages.

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Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 16, 2019

Quantum Pacific International Limited /s/ John Frank Megginson  
Name: John Frank Megginson  
Title: Director

Quantum Pacific (Gibraltar) Limited /s/ John Frank Megginson  
Name: John Frank Megginson  
Title: Director