

PARAGON OFFSHORE PLC
Form 3
July 18, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Noble Corp plc

(Last) (First) (Middle)

DEVONSHIRE HOUSE, 1
MAYFAIR PLAZA,Â

(Street)

LONDON,Â X0Â W1J8AJ

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/18/2014

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Ordinary Shares of the Issuer, par value \$0.01 per share

84,753,393 ⁽¹⁾

I

See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noble Corp plc DEVONSHIRE HOUSE, 1 MAYFAIR PLAZA LONDON, E9 1J8AJ	^	^ X	^	^
Noble Corp Holdings Ltd. SUITE 3D, LANDMARK SQUARE 64 EARTH CLOSE, PO BOX 31327 GRAND CAYMAN, E9 1KY1-1206	^	^ X	^	^

Signatures

/s/ Sarah Rechter, as Attorney
in Fact

07/18/2014

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Issuer's ordinary shares are owned directly by Noble Corporation Holdings Ltd. ("Holdings"), a wholly owned subsidiary of Noble Corporation plc ("Noble Parent"). In connection with the previously announced spinoff of Issuer by Noble Parent, 100% of the ordinary
- (1) shares of Issuer will be distributed by Holdings to Noble Parent and then by Noble Parent to its shareholders. This form is filed in connection with the declaration by the SEC of the effectiveness of the Registration Statement on Form 10 relating to Issuer's ordinary shares.

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Remarks:

Exhibit List - Exhibit 24 - Powers of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.