

Noble Corp plc
Form 4
September 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
FIR TREE INC.

(Last) (First) (Middle)

505 FIFTH AVENUE, 23RD FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Noble Corp plc [NE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (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 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
					(D)		
					Price		

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (right to buy)	\$ 35	09/02/2014			S		10,000		01/16/2015	01/16/2015	Ordinary Shares	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIR TREE INC. 505 FIFTH AVENUE 23RD FLOOR NEW YORK, NY 10017		X		
Fir Tree Value Master Fund, L.P. C/O FIR TREE, INC. 505 FIFTH AVENUE, 23RD FLOOR NEW YORK, NY 10017		X		

Signatures

/s/ James Walker, Managing Director of Fir Tree, Inc.	09/03/2014
__Signature of Reporting Person	Date
/s/ James Walker, Authorized Person of Fir Tree Value Master Fund, L.P.	09/03/2014
__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).

The filing of this Form 4 shall not be construed as an admission that Fir Tree, Inc. ("Fir Tree") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), of Noble Corporation plc (the "Issuer") owned by Fir Tree Value Master Fund, L.P., a Cayman Islands exempted limited partnership ("Fir Tree Value" and together with Fir Tree, the "Reporting Persons"). Pursuant to Rule 16a-1, Fir Tree disclaims such beneficial ownership.

- (2) Fir Tree, L.L.C., the general partner of Fir Tree Value, and Fir Tree, the investment manager of Fir Tree Value, hold indirectly the Ordinary Shares through the account of Fir Tree Value; Jeffrey Tannenbaum, the principal of Fir Tree, L.L.C. and Fir Tree, at the time of the transaction, controlled the disposition and voting of the Ordinary Shares. Fir Tree, L.L.C. receives a performance-based allocation and Fir Tree receives an asset-based fee from Fir Tree Value.

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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