

DIAMOND OFFSHORE DRILLING INC  
Form 8-K  
October 07, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 5, 2009  
Diamond Offshore Drilling, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**1-13926**

**76-0321760**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**15415 Katy Freeway  
Houston, Texas 77094**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(281) 492-5300**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate line below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

On October 5, 2009, Diamond Offshore Drilling, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein, in connection with the offer and sale of \$500 million aggregate principal amount of the Company s 5.70% Senior Notes due October 15, 2039 (the Notes ). The Underwriting Agreement includes the terms and conditions of the offer and sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type. The Notes are being offered and sold pursuant to the Company s shelf registration statement on Form S-3 (Registration No. 333-157865), the prospectus forming a part of which was supplemented by the Company s prospectus supplement dated October 5, 2009.

This description of the Underwriting Agreement is qualified in its entirety by the terms of the Underwriting Agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit number	Description
1.1	Underwriting Agreement, dated as of October 5, 2009, among Goldman, Sachs & Co. and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein, and Diamond Offshore Drilling, Inc.
5.1	Opinion of Duane Morris LLP
23.1	Consent of Duane Morris LLP (included as part of Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIAMOND OFFSHORE DRILLING, INC.

By: */s/ William C. Long*  
William C. Long  
Senior Vice President, General Counsel and  
Secretary

Dated: October 7, 2009