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

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NOBLE CORPORATION plc
(Exact name of registrant as specified in its charter)

England and Wales (Registered
Number 08354954)
(State or other jurisdiction of
incorporation or organization)

98-0619597
(I.R.S. Employer
Identification Number)

10 Brook Street, London,
England, W1S 1BG
+44 20 3300 2300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William E. Turcotte
Senior Vice President, General Counsel and Corporate Secretary
Noble Corporation plc
13135 South Dairy Ashford
Sugar Land, Texas 77478
(281) 276-6100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
David L. Emmons
John D. Geddes
Baker Botts L.L.P.
One Shell Plaza
910 Louisiana Street
Houston, Texas 77002

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered/ Proposed Maximum Offering Price Per Unit/ Proposed Maximum Aggregate Offering Price/ Amount of Registration Fee(1)(2)
Debt Securities	
Ordinary Shares, nominal value \$0.01 per share	
Preference Shares	
New Ordinary Shares	
Depository Shares(3)	
Warrants(4)	
Share Purchase Contracts	
Guarantees of Debt Securities(5)	
Units comprising one or more classes of the above securities(6)	

- (1) There is being registered hereunder an indeterminate aggregate initial offering price or number of the securities of each identified class as may from time to time be issued at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares.
- (2) In reliance on Rule 456(b) and Rule 457(r) under the Securities Act of 1933, as amended (the “Securities Act”), the registrant hereby defers payment of all of the registration fee required in connection with this Registration Statement and will pay the registration fee subsequently in advance of any offering or on a pay-as-you-go basis.
- (3) The depository shares being registered will be evidenced by depository receipts issued under a deposit agreement. If the registrant elects to offer fractional interests in Ordinary Shares, nominal value \$0.01 per share (the “Ordinary Shares”), preference shares or a new class of ordinary shares (referred to herein as “a new class of ordinary shares” or “new ordinary shares”) to the public, depository receipts will be distributed to the investors purchasing the fractional interests, and the Ordinary Shares, preference shares or new ordinary shares will be issued to the depository under the deposit agreement.
- (4) The warrants covered by this Registration Statement may be warrants for debt securities, Ordinary Shares, preference shares or new ordinary shares.
- (5) One or more subsidiaries of Noble Corporation plc may guarantee debt securities. No separate consideration will be paid in respect of the guarantees. Pursuant to Rule 457(n) under the Securities Act, no separate fee is payable with respect to the guarantees of debt securities.
- (6) Each unit will be issued under a unit agreement or indenture and will represent an interest in two or more debt securities, warrants or share purchase contracts, which may or may not be separable from one another.



NOBLE CORPORATION plc

Debt Securities
Ordinary Shares
Preference Shares
New Ordinary Shares
Depositary Shares
Warrants
Share Purchase Contracts
Guarantees of Debt Securities
Units

From time to time, we may offer to sell debt securities, Ordinary Shares, preference shares, a new class of ordinary shares, warrants, share purchase contracts and guarantees, as well as units that include any of these securities or securities of other entities. The debt securities, preference shares, warrants and share purchase contracts may be convertible into or exercisable or exchangeable for Ordinary Shares, new ordinary shares or preference shares or other securities of our company or debt or equity securities of one or more other entities. Ordinary Shares, preference shares and new ordinary shares may be offered either separately or represented by depositary shares.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. The securities will be offered in amounts, at prices and on terms to be determined by market conditions at the time of the offerings.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus.

Our Ordinary Shares trade on The New York Stock Exchange under the symbol "NE."

Investing in these securities involves risks. You should carefully review the risks and uncertainties described under the heading "[Risk Factors](#)" contained on page 4 of this prospectus and in the applicable prospectus supplement and any related free writing prospectus and under similar headings in the other documents incorporated by reference into this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 5, 2018.

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About This Prospectus

As used in this prospectus and any prospectus supplement, unless we state otherwise or the context indicates otherwise, references to “Noble,” the “Company,” “we,” “us” or “our” refer to Noble Corporation plc and its subsidiaries. In the sections “Description of Debt Securities,” “Description of Ordinary Shares,” “Description of Preference Shares and New Ordinary Shares,” “Description of Depositary Shares,” “Description of Warrants,” “Description of Share Purchase Contracts,” “Description of Guarantees” and “Description of Units,” references to “Noble,” the “company,” “we,” “us” or “our” refer only to Noble Corporation plc and not to any of our subsidiaries.

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration process. Under this shelf process, we may offer and sell any combination of the securities described in this prospectus in one or more offerings.

This prospectus provides you with a general description of the securities that may be offered. Each time securities are sold, we will provide a prospectus supplement and, if applicable, a free writing prospectus that will contain specific information about the terms of that offering and the securities offered in that offering. The prospectus supplement and, if applicable, any free writing prospectus may also add, update or change information contained in this prospectus. You should read this prospectus, the prospectus supplement and any free writing prospectus, together with the additional information contained in the documents referred to under the “Where You Can Find More Information” and “Incorporation of Certain Information by Reference” sections of this prospectus.

The prospectus supplement to be attached to the front of this prospectus may describe, as applicable: the terms of the securities offered, the initial public offering price, the price paid for the securities, net proceeds and the other specific terms related to the offering of these securities.

We have not authorized anyone to provide you with any information or to make any representations other than those contained or incorporated by reference in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making any offer of securities in any jurisdiction where the offer is not permitted. For the avoidance of doubt, this prospectus is not intended to be and is not a prospectus for purposes of the E.U. Prospectus Directive and/or the U.K. Financial Conduct Authority’s Prospectus Rules. The information contained or incorporated by reference in this prospectus, any applicable prospectus supplement and any free writing prospectus provided in connection with an offering is accurate only as of the respective dates thereof or, in the case of information incorporated by reference, only as of the date of such information, regardless of the time of delivery of this prospectus, an accompanying prospectus supplement or any free writing prospectus. Our business, financial condition, results of operations and prospects may have changed since such dates.

Where You Can Find More Information

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith, we file annual, quarterly and current reports, proxy statements and other information with the SEC. These reports and other information filed by us with the SEC are available at the Internet website maintained by the SEC at <http://www.sec.gov> and are also available free of charge at our website at www.noblecorp.com. The information contained on or linked to or from our website is not part of, and is not incorporated by reference into, this prospectus or any prospectus supplement.

We have filed with the SEC a registration statement on Form S-3 relating to the securities covered by this prospectus. This prospectus is a part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus to a contract or other document of Noble, the reference is only a summary and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement through the SEC’s website.

Incorporation of Certain Information by Reference

The SEC allows information to be “incorporated by reference” into this prospectus, which means that important information can be disclosed to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except to the extent superseded by information contained herein or by information contained in documents filed with the SEC after the date of this prospectus. This prospectus incorporates by reference the documents set forth below that we previously filed with the SEC. These documents contain important information about us and our financial condition:

- our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 23, 2018 (the “2017 Form 10-K”);
- our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 10, 2018, the quarter ended June 30, 2018, filed with the SEC on August 3, 2018, and the quarter ended September 30, 2018, filed with the SEC on November 2, 2018;
- the information included in our Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 14, 2018, to the extent incorporated by reference in Part III of the 2017 Form 10-K;
- our Current Reports on Form 8-K filed with the SEC on January 12, 2018, January 17, 2018 (only the first Form 8-K filed on such date), January 19, 2018, January 31, 2018, February 14, 2018, March 26, 2018, April 30, 2018, May 1, 2018, May 11, 2018, June 22, 2018, August 3, 2018, September 21, 2018 and October 25, 2018; and
- the description of our Ordinary Shares contained in our Current Report on Form 8-K filed with the SEC on November 20, 2013, as we may update that description from time to time.

We also incorporate by reference into this prospectus additional documents that Noble may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, from the date of this prospectus to the completion of the offering of the securities. These documents may include Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements. We are not incorporating by reference any information furnished under Items 2.02 or 7.01 (or corresponding information furnished under Item 9.01 or included as an exhibit) in any past or future Current Report on Form 8-K that we may file with the SEC, unless otherwise specified in such Current Report.

You may obtain copies of any of these filings as described below, through the SEC's Internet website as described above or through our website as described above. Documents incorporated by reference are available from us without charge, excluding exhibits unless an exhibit has been specifically incorporated by reference in this prospectus. You may obtain without charge a copy of documents that are incorporated by reference in this prospectus by requesting them in writing or by telephone at the following address:

William E. Turcotte
Noble Corporation plc
13135 S. Dairy Ashford Rd
Sugar Land, Texas 77478
(281) 276-6100

Cautionary Statement Regarding Forward-Looking Statements

This prospectus and any accompanying prospectus supplement include or incorporate by reference "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements other than statements of historical facts included or incorporated by reference in this prospectus or any accompanying prospectus supplement, including those regarding rig demand, the offshore drilling market, oil prices, contract backlog, fleet status, our future financial position, business strategy, impairments, repayment of debt, credit ratings, borrowings under our credit facilities or other instruments, sources of funds, future capital expenditures, contract commitments, dayrates, contract commencements, extension or renewals, contract tenders, the outcome of any dispute, litigation, audit or investigation, plans and objectives of management for future operations, foreign currency requirements, results of joint ventures, indemnity and other contract claims, reactivation, refurbishment, conversion and upgrade of rigs, shipyard risks and timing of shipyard deliveries, industry conditions, access to financing, impact of competition, governmental regulations and permitting, availability of labor, worldwide economic conditions, taxes and tax rates, indebtedness covenant compliance, dividends and distributable reserves, timing or results of acquisitions or dispositions, and timing for compliance with any new regulations, are forward-looking statements. When used in this prospectus or any accompanying prospectus supplement or in the documents incorporated by reference, the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "project," "should" and similar expressions are intended to be among the statements that identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot assure you that such expectations will prove to be correct. These forward-looking statements speak only as of the date of the document in which they appear and we undertake no obligation to revise or update any forward-looking statement for any reason, except as required by law. We have identified factors that could cause actual plans or results to differ materially from those included in any forward-looking statements. These factors include those referenced or described under "Risk Factors" in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, and in our other filings with the SEC. We cannot control such risk factors and other uncertainties, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking statements. You should consider these risks and uncertainties when you are evaluating us and deciding whether to invest in our securities.

About Noble

Noble Corporation plc, a public limited company incorporated under the laws of England and Wales, is a leading offshore drilling contractor for the oil and gas industry. We provide contract drilling services to the international oil and gas industry with our global fleet of mobile offshore drilling units. As of November 2, 2018, our fleet of 25 drilling rigs consisted of 12 drillships and semisubmersibles and 13 jackups strategically deployed worldwide. The mobile offshore drilling units comprising our offshore rig fleet operate in a global market for contract drilling services and are often redeployed to different regions due to changing demands of our

customers, which consist primarily of large, integrated, independent and government-owned or controlled oil and gas companies throughout the world. Noble and its predecessors have been engaged in the contract drilling of oil and gas wells since 1921.

Our principal executive office is located at 10 Brook Street, London W1S 1BG, England, United Kingdom, and our telephone number is +44 20 3300 2300. Our website is located at *www.noblecorp.com*. The information contained on or linked to or from our website is not part of, and is not incorporated by reference into, this prospectus or any prospectus supplement.

Risk Factors

Investing in our securities involves significant risks. Before you invest in the securities we may offer pursuant to this prospectus, you should carefully consider the “Risk Factors” included in our most recent Annual Report on Form 10-K, as those risk factors are amended or supplemented by subsequent Quarterly Reports on Form 10-Q, other reports and documents we file with the SEC after the date of this prospectus that are incorporated by reference herein and any applicable prospectus supplement, as well as risks described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and cautionary notes regarding forward-looking statements included or incorporated by reference in this prospectus, together with all of the other information included in this prospectus, the applicable prospectus supplement and the documents we incorporate by reference.

If any of these risks were to materialize, our business, results of operations, cash flows and financial condition could be materially adversely affected. In that case, our ability to pay interest on, or principal of, any debt securities issued by us may be reduced, the trading prices of any of our publicly traded securities could decline and you could lose all or part of your investment.

Use of Proceeds

We intend to use the net proceeds from the sales of the securities as set forth in the applicable prospectus supplement.

Description of Debt Securities

The debt securities we may offer pursuant to this prospectus will be general unsecured obligations of Noble Corporation plc and will be senior, senior subordinated or subordinated debt. The unsecured senior debt securities will be issued under an indenture to be entered into by us and a trustee to be named in a prospectus supplement (the “senior debt indenture”). The unsecured senior subordinated debt securities will be issued under a separate indenture to be entered into by us and a trustee to be named in a prospectus supplement (the “senior subordinated debt indenture”). The unsecured subordinated debt securities will be issued under a separate indenture to be entered into by us and a trustee to be named in a prospectus supplement (the “subordinated debt indenture”).

If we issue any senior debt securities, senior subordinated debt securities or subordinated debt securities, we will file forms of the senior debt indenture, the senior subordinated debt indenture and the subordinated debt indenture, as applicable, by amendment to the registration statement of which this prospectus is a part. You should refer to the applicable indenture for more specific information.

The senior debt securities will rank equally with each other and with all of our other senior and unsubordinated indebtedness. Our senior debt securities will effectively be subordinated to our secured

indebtedness to the extent of the value of the assets securing such indebtedness. The senior subordinated debt securities will be subordinate and junior in right of payment, as more fully described in an indenture and in any applicable supplement to the indenture, to the senior indebtedness designated in such indenture or supplemental indenture. The subordinated debt securities will be subordinate and junior in right of payment, as more fully described in an indenture and in any applicable supplement to the indenture, to all of our senior and senior subordinated indebtedness.

We will include the specific terms of each series of the debt securities being offered in a supplement to this prospectus.

Description of Ordinary Shares

For a full description of our Ordinary Shares, please see the documents identified in the sections “Where You Can Find More Information” and “Incorporation of Certain Information by Reference” in this prospectus.

Description of Preference Shares and New Ordinary Shares

Our articles of association do not expressly contemplate the issuance of preference shares or a new class of ordinary shares. However, subject to sufficient authorization being in place for the allotment and issuance of shares, preference shares or a new class of ordinary shares could be issued in the future with such rights or restrictions either as are determined by resolution of the shareholders or as determined by our board. Pre-emption rights may apply to such issuance. Such pre-emption rights would provide that when we wish to issue our “ordinary shares” (i.e. shares other than shares which, with respect to dividends or capital, carry a right to participate only up to a specified amount of distribution) for cash, such shares must first be offered to the existing shareholders in proportion to their respective nominal (i.e., par) values of their holdings. If any preference shares or new class of ordinary shares issued by us carried a right to a fixed income, pre-emption would not apply to the issue of such shares. English law permits our shareholders, by special resolution or a provision in our articles of association, to exclude pre-emptive rights for a period of up to five years.

To grant our board with the authority to issue and allot preference shares or a new class of ordinary shares, an “ordinary resolution” must be passed by our shareholders. Such ordinary resolution must be approved by holders in respect of a simple majority of the voting rights over ordinary shares that are validly voted on the resolution at a general meeting of the company. To remove any applicable pre-emption rights and amend our articles of association, a “special resolution” must be passed by our shareholders. Such special resolution must be approved by the holders in respect of at least 75% of the voting rights over ordinary shares that are validly voted on the resolution at a general meeting of the company.

We will include the specific terms of each series of the preference shares and new ordinary shares being offered in a supplement to this prospectus.

Description of Depositary Shares

Ordinary Shares, preference shares and new ordinary shares may be offered either separately or represented by depositary shares. We may also, at our option, elect to offer fractional shares of Ordinary Shares, preference shares or new ordinary shares. If we exercise this option, we will issue receipts for depositary shares, each of which will represent a fraction of a share of a particular series of shares, to be described in an applicable prospectus supplement.

The shares represented by depositary shares will be deposited under a deposit agreement between us and a bank or trust company selected by us and having its principal office in the United States and having a combined capital and surplus of at least \$50,000,000. Subject to the terms of the deposit agreement, each owner of a depositary share will be entitled, in proportion to the applicable share or fraction thereof represented by the depositary share, to all of the rights and preferences, if any, of the share represented thereby, including any dividend, voting, redemption, conversion and liquidation rights. The depositary shares will be evidenced by depositary receipts issued pursuant to the deposit agreement.

The particular terms of the depositary shares offered by any prospectus supplement will be described in the prospectus supplement, which will also include a discussion of certain U.S. federal income or U.K. tax consequences.

A copy of the form of deposit agreement, including the form of depositary receipt, will be included as an exhibit to the registration statement of which this prospectus is a part.

Description of Warrants

Our articles of association do not expressly contemplate the issuance of warrants. However, subject to sufficient authorization being in place with respect to the allotment and issuance of Ordinary Shares, preference share and new ordinary shares to which the warrants relate, we may issue warrants over Ordinary Shares, preference shares, new ordinary shares and debt securities. Each warrant will entitle the holder to subscribe in cash for a number of Ordinary Shares, preference shares or new ordinary shares or the principal amount of debt securities at the exercise price as will in each case be described in, or can be determined from, the applicable prospectus supplement relating to the offered warrants.

Warrants may be issued independently or together with any securities and may be attached to or separate from the securities. The warrants will be issued under warrant agreements to be entered into between us and a bank or trust company, as warrant agent. You should read the particular terms of the warrants, which will be described in more detail in the applicable prospectus supplement. The particular terms of any warrants offered by any prospectus supplement, and the extent to which the general provisions summarized below may apply to the offered securities, will be described in the prospectus supplement.

The applicable prospectus supplement will describe the terms of warrants we offer, the warrant agreement relating to the warrants and the certificates representing the warrants, including, to the extent applicable:

- the title of the warrants;
- the aggregate number of warrants;
- the price or prices at which the warrants will be issued;
- the currency or currencies, including composite currencies or currency units, in which the price of the warrants may be payable;
- the designation, number or aggregate principal amount and terms of the securities purchasable upon exercise of the warrants, and the procedures and conditions relating to the exercise of the warrants;
- the date on which the right to exercise the warrants will commence, and the date on which the right will expire;
- the designation and terms of any related securities with which the warrants are issued, and the number of the warrants issued with each security;
- the date, if any, on and after which the warrants and the related securities will be separately transferable;

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- the maximum or minimum number of warrants which may be exercised at any time;
 - any other specific terms of the warrants; and
 - if appropriate, a discussion of material U.S. federal income or U.K. tax considerations.

Description of Share Purchase Contracts

We may issue share purchase contracts representing contracts obligating holders, subject to the terms of such share purchase contracts, to purchase from us, and us to sell to the holders, a specified or varying number of our Ordinary Shares, preference shares, new ordinary shares or depositary shares at a future date or dates. Alternatively, the share purchase contracts may, subject to the terms of such share purchase contracts and to sufficient authorization and reserves being in place, obligate us to purchase from holders, and obligate holders to sell to us, a specified or varying number of Ordinary Shares, preference shares, new ordinary shares or depositary shares. The price per share of our Ordinary Shares, preference shares, new ordinary shares or depositary shares and number of shares of our Ordinary Shares may be fixed at the time the share purchase contracts are entered into or may be determined by reference to a specific formula set forth in the share purchase contracts.

The applicable prospectus supplement will describe the terms of any share purchase contract. The share purchase contracts will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

Description of Guarantees

We may issue guarantees of debt securities and other securities. The applicable prospectus supplement will describe the terms of any guarantees. The guarantees will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

Description of Units

We may issue units of securities consisting of one or more share purchase contracts, warrants, debt securities, guarantees, Ordinary Shares, preference shares, new ordinary shares, depositary shares or any combination thereof. The applicable prospectus supplement will describe the terms of any units and the securities comprising the units, including whether and under what circumstances the securities comprising the units may or may not be traded separately. The units will be issued pursuant to documents to be issued by us. You should read the particular terms of the documents, which will be described in more detail in the applicable prospectus supplement.

Plan of Distribution

We may sell the securities offered in this prospectus in and outside the United States (a) through agents; (b) to or through underwriters or dealers; (c) directly to one or more purchasers; or (d) through a combination of any of these methods. The applicable prospectus supplement will include the following information:

- the terms of the offering;
- the names of any underwriters, dealers or agents, and the respective amounts of securities underwritten or purchased by each of them;

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- the name or names of any managing underwriter or underwriters;
 - the purchase price of the securities;
 - the net proceeds to us from the sale of the securities;
 - any delayed delivery arrangements;
 - any underwriting discounts, commissions and other items constituting underwriters' compensation;
 - any initial public offering price;
 - any discounts or concessions allowed or reallocated or paid to dealers; and
 - any commissions paid to agents.

By Agents

Offered securities may be sold through agents designated by us. In the prospectus supplement, we will name any agent involved in the offer or sale of the offered securities and will describe any commissions payable by us to the agent. Unless we inform you otherwise in the prospectus supplement, the agents will agree to use their reasonable best efforts to solicit purchases for the period of their appointment. We may sell securities directly to institutional investors or others who may be deemed to be underwriters within the meaning of the Securities Act with respect to those securities. The terms of any such sales will be described in the applicable prospectus supplement.

By Underwriters or Dealers

If underwriters are used in the sale, the offered securities will be acquired by the underwriters for their own account. The underwriters may resell the securities in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The underwriter may offer securities to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as an underwriter. Unless we inform you otherwise in the applicable prospectus supplement, the obligations of the underwriters to purchase the securities will be subject to certain conditions, and the underwriters will be obligated to purchase all the securities of the series offered if any of the securities are purchased. Any initial public offering price and any discounts or concessions allowed or re-allowed or paid to dealers may be changed from time to time.

During and after an offering through underwriters, the underwriters may purchase and sell the securities in the open market. These transactions may include overallotment and stabilizing transactions and purchases to cover syndicate short positions created in connection with the offering. The underwriters may also impose a penalty bid, which means that selling concessions allowed to syndicate members or other broker-dealers for the offered securities sold for their account may be reclaimed by the syndicate if the offered securities are repurchased by the syndicate in stabilizing or covering transactions. These activities may stabilize, maintain or otherwise affect the market price of the offered securities, which may be higher than the price that might otherwise prevail in the open market. If commenced, the underwriters may discontinue these activities at any time.

If we use dealers in the sale of securities, we will sell the securities to them as principals. They may then resell those securities to the public at varying prices determined by the dealers at the time of resale. The dealers participating in any sale of the securities may be deemed to be underwriters within the meaning of the Securities Act, with respect to any sale of those securities. We will include in the prospectus supplement the names of the dealers and the terms of the transaction.

Direct Sales

Offered securities may also be sold directly by us. In this case, no underwriters or agents would be involved.

Delayed Delivery Contracts

If the prospectus supplement so indicates, we may authorize agents, underwriters or dealers to solicit offers from certain types of institutions to purchase securities from us at the public offering price under delayed delivery contracts.

These contracts would provide for payment and delivery on a specified date in the future. The contracts would be subject only to those conditions described in the prospectus supplement. The prospectus supplement will describe the commission payable for solicitation of those contracts.

General Information

Underwriters, dealers and agents that participate in the distribution of the offered securities may be underwriters as defined in the Securities Act, and any discounts or commissions received by them from us and any profit on the resale of the offered securities by them may be treated as underwriting discounts and commissions under the Securities Act. Any underwriters or agents will be identified and their compensation described in the applicable prospectus supplement.

We may have agreements with the underwriters, dealers and agents to indemnify them against certain civil liabilities, including liabilities under the Securities Act, or to contribute with respect to payments which the underwriters, dealers or agents may be required to make.

Underwriters, dealers and agents may engage in transactions with, or perform services for, us or our subsidiaries in the ordinary course of their businesses.

Unless otherwise stated in a prospectus supplement, the obligations of the underwriters to purchase any securities will be conditioned on customary closing conditions and the underwriters will be obligated to purchase all of such series of securities if any are purchased.

The applicable prospectus supplement will set forth the place and time of delivery for the securities in respect of which this prospectus is delivered.

Legal Matters

Travers Smith LLP will be requested to advise us with respect to the validity under English law, if applicable, of any securities that may be offered pursuant to this prospectus. Baker Botts L.L.P. may be requested to advise us with respect to the validity under New York law, if applicable, of any securities that may be offered pursuant to this prospectus. Any underwriters will be advised about other issues relating to any offering by their own legal counsel.

Experts

The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Annual Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to Noble Corporation plc's Annual Report on Form 10-K for the year ended December 31, 2017 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. Other Expenses of Issuance and Distribution.

The following is a statement of the expenses (other than underwriting compensation) to be incurred by us in connection with a distribution of the securities registered under this registration statement.

SEC registration fee	\$	*
Accounting fees and expenses		**
Trustee fees and expenses (including counsel fees)		**
Legal fees and expenses		**
Printing and engraving fees		**
Rating agency fees		**
Miscellaneous		**
Total	\$	**

* In reliance on Rule 456(b) and Rule 457(r) under the Securities Act, the registrant has deferred payment of the registration fee required in connection with this Registration Statement.

** Estimated expenses are not presently known. The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that the registrant anticipates it will incur in connection with the offering of securities under this Registration Statement. An estimate of the aggregate expenses in connection with the issuance and distribution of the securities being offered will be included in the applicable prospectus supplement.

ITEM 15. Indemnification of Directors and Officers.

Noble's articles of association provide the following (all statutory references in this Item 15 are to Chapter 4 and Chapter 7 of Part 10 of the UK Companies Act of 2006 (the "Companies Act"), with the relevant Companies Act sections outlined below):

Article 208.1 of Noble's articles of association provides that subject to the Companies Act, Noble may indemnify any director or other officer of Noble or of any associated company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto; provided that the provisions under Article 208.1 are not void under Sections 232 or 234 of the Companies Act.

Article 208.2 of Noble's articles of association provides that Noble may also indemnify any director or other officer of either Noble or any associated company where Noble or such associated company acts as trustee of a pension scheme, against liability incurred by him in connection with the relevant company's activities as trustee of such scheme, provided that the provisions under Article 208.2 are not void under Sections 232 or 235 of the Companies Act.

Article 208.3 of Noble's articles of association provides that subject to Sections 205(2) to (4) of the Companies Act, Noble may provide a director or officer with funds to meet an expenditure incurred or to be incurred by him in defending (or seeking relief in respect of) any civil or criminal proceedings brought or threatened against him in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, and Noble shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under Sections 197 to 203 of the Companies Act to enable a director or officer to avoid incurring such expenditure.

Article 208.4 of Noble's articles of association provides that subject to Section 206 of the Companies Act, Noble may also provide a director or officer with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to Noble or any associated company and Noble shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under Section 197 of the Companies Act to enable a director or officer to avoid incurring such expenditure.

The Companies Act provides as follows:

Sections 197-202 prohibit a company from making a loan or quasi-loan to a director of the company or its holding company or giving a guarantee or providing security in connection with a loan or a quasi-loan to such a director or to enter into a credit transaction as creditor for the benefit of a director of the company or of its holding company or give a guarantee or provide security in connection with a credit transaction for the benefit of such a director unless the transaction has been approved by a resolution of the members of the company and if applicable, the holding company. A company must also obtain approval if the loan, quasi-loan or credit transaction involves a person connected with a director of the company or its holding company.

Section 203 requires a company to obtain approval by a resolution of the members of the company and if applicable, its holding company, before it takes part in an arrangement under which another person enters into a transaction that, if it had been entered into by the company, would have required approval under Section 197, 198, 200 or 201, and that person, in pursuance of the arrangement, obtains a benefit from the company or a body corporate associated with it or it arranges for the assignment to it, or the assumption by it, of any rights, obligations or liabilities under a transaction, that if it had been entered into by the company, would have required such approval.

Section 205 permits a company to make a loan, or quasi-loan to a director or enter into a credit transaction with a director of the company or of its holding company, without obtaining member approval under Sections 197-202, to meet expenditure incurred or to be incurred by the director in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or in connection with an application for relief or to enable such director to avoid incurring such expenditure, provided that the loan is to be repaid, or the liability of the company discharged, in the event of an unsuccessful defense of criminal or civil proceedings or refusal of relief. Such repayment or discharge must be made no later than the date when the conviction, judgment or refusal of relief becomes final. Pursuant to Section 205(3), a conviction, judgment or refusal for relief becomes final: a) if not appealed against, at the end of the period for bringing an appeal or b) if appealed against, when the appeal (or further appeal) is disposed of.

Section 205(4) states that an appeal is disposed of if it is determined and the period for bringing any further appeal has ended, or if it is abandoned or otherwise ceases to have effect.

Section 205(5) provides that the reference to an application for relief in Section 205 is to an application for relief under Section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee) or 1157 (general power of court to grant relief in case of honest and reasonable conduct).

Section 206 permits a company to make a loan, or quasi-loan to a director or enter into a credit transaction with a director of the company or of its holding company, without obtaining member approval under Sections 197-202, to meet expenditure incurred or to be incurred by the director in defending himself in an investigation by a regulatory authority, or against action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or to enable any such director to avoid incurring such expenditure.

Section 232(1) makes void any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company.

Section 232(2) also voids any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of a company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company, except as permitted by:

- (i) Section 233 (provision of insurance),
- (ii) Section 234 (qualifying third party indemnity provision), and
- (iii) Section 235 (qualifying pension scheme indemnity provision).

Section 233 permits a company to purchase and maintain insurance for a director of the company, or of an associated company, against any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company.

Section 234 permits a company to provide indemnity against liability incurred by the director to a person other than the company or an associated company; provided that indemnification is not against any liability of the director to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature or any liability incurred by the director in defending criminal proceedings in which he is convicted, in defending civil proceedings brought by the company or an associated company in which judgment is given against him or in connection with an application for relief in which the court refuses to grant him relief.

Section 235 permits a company to indemnify a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme; provided that indemnification is not provided against liability to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature or any liability incurred by the director in defending criminal proceedings in which he is convicted.

Noble has entered into and, in the future, will enter into indemnity agreements with each of its directors and executive officers to supplement the indemnification protection available under Noble's articles of association referred to above. These indemnity agreements generally provide that Noble will indemnify the parties thereto to the fullest extent permitted by law.

Noble will also maintain insurance to protect itself and its directors, officers, employees and agents against expenses, liabilities and losses incurred by such persons in connection with their services in the foregoing capacities.

ITEM 16. Exhibits. †

<u>Exhibit Number</u>	<u>Description</u>
4.1	Composite Copy of Articles of Association of Noble Corporation plc (filed as Exhibit 3.1 to Noble's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 (File No. 001-36211) and incorporated herein by reference).
4.2*	Form of Senior Debt Indenture.
4.3*	Form of Senior Subordinated Debt Indenture.
4.4*	Form of Subordinated Debt Indenture.
5.1	Legal Opinion of Travers Smith LLP.
5.2	Legal Opinion of Baker Botts L.L.P.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Travers Smith LLP (included in Exhibit 5.1).
23.3	Consent of Baker Botts L.L.P. (included in Exhibit 5.2).
24.1	Power of Attorney.

† We will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to the securities offered hereby, (ii) the instruments, or revised articles of association in the case of any shares, setting forth the terms of any debt securities, Ordinary Shares, preference shares, new ordinary shares, depositary shares, warrants, share purchase contracts, guarantees or units, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby, (iv) any required opinion of counsel as to certain tax matters relative to the securities offered hereby and (v) any required Statements of Eligibility and Qualification under the Trust Indenture Act of 1939 on Form T-1.

* To be filed by amendment.

ITEM 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

-
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) The undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.
- (d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (e) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act ("Act") in accordance with the rules and regulations prescribed by the Commission under section 305(b)(2) of the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Sugar Land, Texas, on the 5th day of November, 2018.

NOBLE CORPORATION plc

By: /s/ Adam C. Peakes

Name: Adam C. Peakes

Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 5th day of November, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Julie J. Robertson</u> Julie J. Robertson	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Adam C. Peakes</u> Adam C. Peakes	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Authorized Representative in the United States)
<u>/s/ Laura D. Campbell</u> Laura D. Campbell	Vice President and Controller (Principal Accounting Officer)
<u>*</u> Julie H. Edwards	Director
<u>*</u> Gordon T. Hall	Director
<u>*</u> Roger W. Jenkins	Director
<u>*</u> Scott D. Josey	Director
<u>*</u> Jon A. Marshall	Director
<u>*</u> Mary P. Ricciardello	Director

* By: /s/ William E. Turcotte
William E. Turcotte, Attorney-in-Fact

TRAVERS SMITH

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The Directors
Noble Corporation plc
10 Brook Street
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W1S 1BG

Your ref:
Our ref: RRS/AZS
Doc ID: 4145-2788-7384
Tel: +44 (0)20 7295 3000
Email: richard.spedding
@traverssmith.com

5 November 2018

Dear Sirs:

Registration Statement on Form S-3 - Exhibits 5.1 and 23.2

1. Introductory Matters

We are acting as English legal advisers to Noble Corporation plc (the “**Company**”) in connection with the preparation and filing of the Company’s Registration Statement on Form S-3 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the U.S. Securities Act 1933, as amended (the “**Securities Act**”), in connection with the registration for issuance, offering, sale and delivery from time to time of Ordinary Shares of the Company with a nominal value of US\$0.01 per share and other shares in the Company, including preference shares and other ordinary shares as determined by the directors of the Company in accordance with the articles of association of the Company and English law as then in force (together, the “**Shares**”).

We have taken instructions in this regard solely from the Company.

We hereby confirm that, for the purposes of rendering this opinion letter (the “**Opinion**”), we have not, other than as expressly set forth in this Opinion, undertaken any searches or obtained any information whatsoever in relation to the Company to verify such matters as (including without limitation):

- (a) its solvency or otherwise;
- (b) whether any steps have been taken by any person in respect of its receivership, administration, reorganisation, winding-up or liquidation, including for these purposes the taking by any person of any action relating to or affecting the rights of creditors (or any analogous actions thereto) or the commencement of any moratorium in respect thereof;
- (c) whether any security interests, liens or encumbrances exist or have been registered over any of its property or assets; or
- (d) otherwise investigated in any way whatsoever its activities.

Travers Smith LLP is a limited liability partnership registered in England and Wales under number OC 336962 and is authorised and regulated by the Solicitors Regulation Authority (SRA number 489478). A list of the members of Travers Smith LLP is open to inspection at our registered office and principal place of business: 10 Snow Hill London EC1A 2AL

This Opinion is given only with respect to English law as it exists and is interpreted at the date of this Opinion. For the purposes of this Opinion we have made no investigation of, and therefore express or imply no opinions to, the laws of any other jurisdiction. In particular, we give no opinion on European Union law as it affects any jurisdiction other than England nor as to the operation of any U.S. securities laws. This Opinion is governed by, and shall be construed in accordance with, English law.

2. Documents

We have not examined any document for the purposes of giving this Opinion other than:

- (a) a signed copy of the Registration Statement to be filed with the Securities and Exchange Commission on 5 November 2018;
- (b) copies of the Company's certificate of incorporation, certificate of incorporation on change of name dated 20 March 2013, certificate of incorporation on re-registration of a private company as a public company dated 7 October 2013 and articles of association adopted on 10 June 2014, each existing as at the date of this Opinion;
- (c) the resolutions of the board of directors of the Company (the "**Board**") passed at a meeting on 2 February 2018 approving the form and issue of the proxy statement for the annual general meeting of the Company (the "**Board Resolutions**"), as provided by the Company;
- (d) extracts of the shareholder resolutions numbered 14, 15 and 16 passed at the annual general meeting of the Company held on 27 April 2018 (the "**Shareholder Resolutions**" and together with the Board Resolutions the "**Resolutions**"), as provided by the Company;
- (e) a certificate of good standing issued by the Registrar of Companies dated 1 November 2018; and
- (f) the results of our search on 2 November 2018 of the Company's public records held by the Registrar of Companies (the "**Company Search**").

On 5 November 2018, we carried out telephone enquiries at the Central Registry of Winding-Up Petitions at the Companies Court in London at 12:00 p.m. London time in respect of the Company (the "**Bankruptcy Search**").

3. Assumptions

For the purpose of giving this Opinion, we have assumed (without making any investigation):

- (a) any signatures and seals on the documents reviewed by us are genuine, were duly applied to the relevant documents and, where necessary, were properly witnessed;
- (b) the conformity to original documents of all documents submitted to us as copies or scanned pdf copies and the authenticity and completeness of such original documents;
- (c) that all facts which are stated in any official public record or other document or information supplied by a public official are correct. In particular, that the files maintained at the Registrar of Companies relating to the Company were all complete, accurate and up-to-date at the time the Company Search was conducted and will so remain as at each Allotment Date (as defined below);

- (d) that no additional matter would have been disclosed by the Company Search and the Bankruptcy Search being carried out since the time and date of the carrying out of such searches and that the particulars disclosed by such searches are, in all aspects, true, complete and up-to-date;
- (e) that any foreign law would not affect any of the conclusions stated in this Opinion;
- (f) that, except as would be revealed by the Bankruptcy Search, no steps have been taken to place the Company into any insolvency procedure or to grant an injunction against the Company;
- (g) that on each date of the allotment and issue of the Shares (each an “**Allotment Date**”) the Company will allot and issue Shares in accordance with the articles of association of the Company (as in force at the relevant Allotment Date), the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot such Shares and the consideration for the allotment and issue of Shares will not be less than the par value of such Shares;
- (h) that the term “non-assessable”, which has no recognised meaning under English law, for the purposes of this Opinion means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder’s status as a holder of such Shares, for additional assessments or calls for further funds by the Company or any other person;
- (i) that the Shareholder Resolutions accurately record certain true and correct resolutions duly passed at a properly convened, constituted and conducted meeting of shareholders in accordance with the articles of association of the Company as in force at such time, and have not been and will not be amended, altered, repealed or rescinded, revoked or varied prior to the Allotment Dates and each and every part thereof is in full force and effect as at the date hereof;
- (j) the Board Resolutions accurately record certain true and correct board resolutions duly passed with the unanimous consent of the Board in accordance with the articles of association of the Company as in force at such time, and have not been and will not be amended, altered, repealed or rescinded, revoked or varied prior to the Allotment Dates and each and every part thereof is in full force and effect as at the date hereof;
- (k) there are no further approvals, documents or agreements in relation to the allotment or issue of shares in the Company or any agreement or arrangement to do so which can be provided to us as being relevant to our Opinion with regard to the allotment of the Shares (or the grant of rights to subscribe for or to convert any security into Shares);
- (l) as at each Allotment Date, the authority granted pursuant to the Shareholder Resolutions will be sufficient and will remain unutilised to the extent necessary to permit the allotment and issue of the Shares on such Allotment Date;
- (m) the directors at each Allotment Date will be duly authorised pursuant to the articles of association of the Company as in force at each Allotment Date, the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot the Shares to be allotted and issued on such Allotment Date including on a non-pre-emptive basis, to the extent necessary;

- (n) a meeting of the Board, or a duly authorised and constituted committee of the Board, will be duly convened and held or unanimous written resolutions of the Board or any such committee will be passed in accordance with the articles of association of the Company prior to each Allotment Date, at which it will be resolved to allot and issue the Shares to be allotted and issued on such Allotment Date;
- (o) the directors on each Allotment Date will have exercised their powers in accordance with their statutory duties under the Companies Act 2006 and English common law and, in deciding whether to enter into the issue and allotment of the Shares, the directors of the Company were and will be acting bona fide in the best interests of the Company for the purpose of fulfilling their commercial objectives and have exercised and will exercise their powers in accordance with their duties imposed by applicable law and there is and will be appropriate commercial benefit to the Company in issuing and allotting the Shares;
- (p) no director of the Company has or will have any interest in the issue and allotment of the Shares except to the extent permitted by the articles of association of the Company and by law;
- (q) none of the directors of the Company are or will be disqualified or are or will be subject to disqualification proceedings pursuant to the Company Directors Disqualification Act 1986 or otherwise;
- (r) the Shares will have been, on allotment and issue, fully paid up in accordance with (i) the articles of association of the Company in force at each Allotment Date; and (ii) applicable law in force at each Allotment Date;
- (s) the name of the relevant allottee and the number of Shares allotted will be duly entered in the register of members of the Company;
- (t) as of the date of this Opinion and at each Allotment Date, the Company has not passed a voluntary winding-up resolution, no petition has been presented or order made by a court for the winding-up or dissolution of the Company, no application has been presented or order made by a court for the administration of the Company, no documents have been filed with the court for the appointment of an administrator in respect of the Company nor has any notice of intention to appoint an administrator been given in respect of the Company and no receiver, trustee, administrator, administrative receiver, liquidator or similar office-holder has been appointed in any jurisdiction in relation to the Company or any of its assets or revenues other than as disclosed by the Bankruptcy Search and is not, and will not be as a result of the issue and allotment of the Shares, unable to pay its debts as they fall due (as defined in section 123 of the Insolvency Act 1986);
- (u) all notifications and other requirements have been or shall be complied with by the Company in a timely fashion in relation to the issue and allotment of the Shares; and
- (v) in order to allot and issue Shares consisting of any class other than the Ordinary Shares, further shareholder resolutions may be required.

4. Opinion

Based upon the foregoing and subject to any matters not disclosed to us and to the assumptions and qualifications set out in this Opinion, we are of the opinion that the Company is duly incorporated under the laws of England & Wales with limited liability and not in liquidation and that the Shares will be duly authorised, validly issued, fully paid and non-assessable provided that: (i) the

Registration Statement, as amended, continues to be effective under the Securities Act; (ii) such Shares are issued on an Allotment Date in accordance with the terms of the articles of association and applicable law as in force at that date; (iii) full payment of the agreed upon cash consideration for any Shares has been received by the Company; and (iv) valid entries in the books and registers of the Company have been made whether physically or electronically.

5. Qualifications

This Opinion is subject to the following qualifications:

- (a) we expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this letter that may affect this Opinion;
- (b) the Company Search is not capable of revealing conclusively whether or not:
 - (i) a winding-up order has been made or a resolution passed for the winding up of the Company;
 - (ii) an administration order has been made; or
 - (iii) a receiver, administrative receiver, administrator or liquidator has been appointed,since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, may not be entered into the records of the Company immediately;
- (c) the Company Search is not capable of revealing, prior to the making of the relevant order whether or not a winding-up petition or a petition for an administration order has been presented;
- (d) the Bankruptcy Search relates only to a compulsory winding up and is not capable of revealing whether or not a winding up petition or a petition, prior to the making of the relevant order, for an administration order has been presented, since details of the petition may not have been entered on the records of the Central Registry of Winding-Up Petitions immediately or, in the case of a petition presented to a County Court, may not have been notified to the Central Registry of Winding-Up Petitions and entered on such records at all;
- (e) we express no opinion as to matters of fact and this Opinion is subject to any matters of fact not disclosed to us;
- (f) we express no opinion on the impact of any rules, regulations or requirements of the New York Stock Exchange or the rules and regulations adopted by the Commission;
- (g) this Opinion is strictly limited to the matters stated in paragraph 4 and does not extend to, and is not to be read as extended by implication to, any other matters;
- (h) any issue of Shares in excess of the disapplication of pre-emption rights set out in the Shareholder Resolutions may need to be offered to existing shareholders on a pre-emptive basis;
- (i) the authority to allot and the disapplication of pre-emption rights approved in the Shareholder Resolutions is due to expire at the next annual general meeting of the shareholders (or, if earlier, at the close of business on 27 July 2019).

6. Consent

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement. We also consent to the reference to Travers Smith LLP under the heading “Legal Matters” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This Opinion may be relied upon by Baker Botts L.L.P. for the purposes solely of any legal opinion that such firm may be required to give with respect to the Registration Statement.

Yours faithfully

/s/ Travers Smith LLP

Travers Smith LLP

BAKER BOTTS LLP

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November 5, 2018

Noble Corporation plc
10 Brook Street
London, England W1S 1BG

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-3 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on the date hereof by Noble Corporation plc, a public limited company incorporated under the laws of England and Wales (the "Company"), under the Securities Act of 1933, as amended (the "Act"), relating to the offering of securities that may be issued and sold by the Company from time to time pursuant to Rule 415 under the Act, certain legal matters in connection with such securities are being passed upon for you by us. Such securities include (i) senior debt securities of the Company (the "Senior Debt Securities"), (ii) senior subordinated debt securities of the Company (the "Senior Subordinated Debt Securities"), (iii) subordinated debt securities of the Company (the "Subordinated Debt Securities") and, together with the Senior Debt Securities and the Senior Subordinated Debt Securities, the "Debt Securities"), (iv) ordinary shares, nominal value \$0.01 per share, of the Company (the "Ordinary Shares"), (v) preference shares of the Company (the "Preference Shares"), (vi) a new class of ordinary shares of the Company (the "New Ordinary Shares"), (vii) depositary shares of the Company representing Ordinary Shares, Preference Shares or New Ordinary Shares (the "Depositary Shares"), (viii) warrants to purchase Debt Securities, Ordinary Shares, Preference Shares or New Ordinary Shares (the "Warrants"), (ix) share purchase contracts of the Company with respect to Ordinary Shares, Preference Shares, New Ordinary Shares or Depositary Shares (the "Share Purchase Contracts"), (x) guarantees of Debt Securities and other securities (the "Guarantees") and (xi) units of securities consisting of one or more Debt Securities, Ordinary Shares, Preference Shares, New Ordinary Shares, Depositary Shares, Warrants, Share Purchase Contracts, Guarantees or any combination thereof (the "Units"). The securities referred to in the foregoing clauses (i) through (xi) are collectively referred to herein as the "Securities." At your request, this opinion is being furnished to you for filing as Exhibit 5.2 to the Registration Statement.

Each series of Debt Securities will be issued:

(i) in the case of the Senior Debt Securities, pursuant to an indenture to be entered into between the Company and the trustee thereunder (the "Senior Indenture");

(ii) in the case of the Senior Subordinated Debt Securities, pursuant to an indenture to be entered into between the Company and the trustee thereunder (the "Senior Subordinated Indenture"); and

(iii) in the case of the Subordinated Debt Securities, pursuant to an indenture to be entered into between the Company and the trustee thereunder (the "Subordinated Indenture" and, together with the Senior Indenture and the Senior Subordinated Indenture, the "Indentures").

Each Indenture is to be supplemented, in connection with the issuance of each such series of Debt Securities, by a supplemental indenture, officers' certificate or other writing thereunder establishing the form and terms of such series of Debt Securities.

In our capacity as your counsel in the connection referred to above, we have examined (i) the Registration Statement and (ii) originals, or copies certified or otherwise identified, of such corporate records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In giving such opinions, we have relied, to the extent we deemed proper, without independent investigation, upon certificates, statements and other representations of officers and other representatives of the Company and of governmental and public officials with respect to the accuracy and completeness of the material factual matters contained therein or covered thereby, and we have assumed, without independent investigation, that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof, that such original copies are authentic and complete and that all information submitted to us was accurate and complete.

In connection with such opinions, we also have assumed that:

(a) the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective under the Act;

(b) a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby;

(c) all Securities will be offered, issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the applicable prospectus supplement;

(d) the Board of Directors of the Company or, to the extent permitted by applicable law and the governing documents of the Company, a duly constituted and acting committee thereof (such Board of Directors or committee thereof being hereinafter referred to as the "Board") and the shareholders of the Company will have taken all necessary corporate action to authorize the issuance of the Securities and any other Securities issuable on the conversion, exchange, redemption or exercise thereof, and to authorize the terms of the offering and sale of such Securities and related matters;

(e) a definitive purchase, underwriting, warrant, unit or similar agreement with respect to any Securities being offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto (each, a "Purchase Agreement");

(f) any securities issuable upon conversion, exchange, redemption or exercise of any Securities being offered will have been duly authorized, created and, if appropriate, authorized for allotment and reserved for issuance upon such conversion, exchange, redemption or exercise;

(g) all Securities, and any certificates or Receipts (as defined below) in respect thereof, will be delivered either (i) in accordance with the provisions of the applicable Purchase Agreement approved by the Board upon payment of the consideration therefor provided for therein or (ii) upon conversion, exchange, redemption or exercise of any other Security, in accordance with the terms of such Security or the instrument governing such Security providing for such conversion, exchange, redemption or exercise as approved by the Board, for the consideration approved by the Board;

(h) in the case of a series of Debt Securities, (i) the Board will have taken all necessary corporate action to designate and establish the terms of such series of Debt Securities in accordance with the terms of the Indenture under which such Debt Securities will be issued, and such Debt Securities will be governed by New York law and will not include any provision that is unenforceable, (ii) the Indenture under which such Debt Securities will be issued will be governed by New York law and will comply with the Trust Indenture Act of 1939, as amended (the "TIA"), will have become qualified under the TIA and will have been duly authorized, executed and delivered by the Company and the trustee thereunder and will not include any provision that is unenforceable and (iii) forms of Debt Securities complying with the terms of the Indenture under which such Debt Securities will be issued and evidencing such Debt Securities will have been duly executed, authenticated, issued and delivered in accordance with the provisions of such Indenture;

(i) in the case of Depositary Shares, (i) the Board will have taken all necessary corporate action to establish the terms of the Depositary Shares, including any action with respect to the Ordinary Shares, Preference Shares or New Ordinary Shares underlying such Depositary Shares, (ii) the applicable deposit agreement (the "Deposit Agreement") will be duly authorized, executed and delivered by the Company and the depositary thereunder appointed by the Company, (iii) the terms of such Depositary Shares and of their issuance and sale will be duly established in conformity with the Deposit Agreement, (iv) such Depositary Shares will be authorized, offered and sold in accordance with the Deposit Agreement, (v) the Securities underlying such Depositary Shares will be duly issued and deposited with the depositary, (vi) the receipts evidencing such Depositary Shares ("Receipts") will be duly issued against the deposit of such Securities in accordance with the Deposit Agreement, (vii) the Deposit Agreement and such Receipts will be governed by New York law and will not include any provision that

is unenforceable and (viii) the Receipts will be duly executed, countersigned and registered in accordance with the provisions of the applicable Deposit Agreement and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor;

(j) in the case of Warrants, (i) the Board will have taken all necessary corporate action to authorize the creation of and the terms of such Warrants and the issuance of the Securities to be issued pursuant thereto and to approve the warrant agreement relating thereto, (ii) such warrant agreement will have been duly executed and delivered by the Company and the warrant agent thereunder appointed by the Company, (iii) such Warrants and such warrant agreement will be governed by New York law, (iv) neither such Warrants nor such warrant agreement will include any provision that is unenforceable and (v) such Warrants or certificates representing such Warrants will have been duly executed, countersigned, registered and delivered in accordance with the provisions of such warrant agreement and the applicable Purchase Agreement to the purchasers thereof upon payment of the agreed-upon consideration therefor;

(k) in the case of Share Purchase Contracts, (i) the Board will have taken all necessary corporate action to establish the terms thereof and approve the purchase contract agreement relating thereto, (ii) such Share Purchase Contracts will have been duly executed and delivered by the Company and the other parties thereto and (iii) such Share Purchase Contracts will be governed by New York law and will not include any provision that is unenforceable;

(l) in the case of each Guarantee, (i) the Board will have taken all necessary corporate action to establish the terms thereof and to approve the guarantee agreement relating thereto, (ii) a guarantee agreement complying with the TIA, if applicable, and other applicable law will have been duly executed and delivered by the Company and the trustee or other agent thereunder, (iii) such guarantee agreement will have become qualified under the TIA, if required, will be governed by New York law and will not contain any provision that is unenforceable and (iv) such Guarantee will have been duly issued and delivered in accordance with the provisions of such guarantee agreement upon payment of the agreed-upon consideration;

(m) in the case of Units, (i) the Board will have taken all necessary corporate action to establish the terms of such Units and the terms of the Securities such Units include, (ii) the terms of the Units and the related Securities and their issuance and sale will have been duly established in conformity with the applicable contracts, agreements or indentures that are a component of the offered Units (including authorization of the issuance of any Securities to be issued pursuant to such Units) and (iii) any agreement or other instrument establishing such Units or defining the rights of holders of such Units will be governed by New York law and will not contain any provision that is unenforceable; and

(n) the Securities and any related contracts, agreements, indentures and instruments will be duly executed and delivered in substantially the form reviewed by us prior to issuance of such Securities.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The Debt Securities, Warrants, Share Purchase Contracts, Guarantees and Units included in the Securities will, when issued, constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except as the enforceability thereof is subject to (a) any applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or conveyance or other laws relating to or affecting creditors' rights generally, (b) general principles of equity and public policy (regardless of whether such enforceability is considered in a proceeding in equity or at law) and (c) any implied covenants of good faith and fair dealing.

2. The Depositary Shares included in the Securities will, when issued, have been duly authorized and validly issued and will constitute legal, valid and binding obligations of the Company and the Receipts representing Depositary Shares will entitle the holders thereof to the rights specified therein and in the Deposit Agreement pursuant to which they are issued, enforceable against the Company in accordance with their terms, except as the enforceability thereof is subject to (a) any applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or conveyance or other laws relating to or affecting creditors' rights generally, (b) general principles of equity and public policy (regardless of whether such enforceability is considered in a proceeding in equity or at law) and (c) any implied covenants of good faith and fair dealing.

The opinions set forth above are limited in all respects to matters of the contract law of the State of New York and applicable federal laws of the United States, each as currently in effect. Various issues concerning English law are addressed in the opinion of Travers Smith LLP, separately provided to you. We express no opinion herein with respect to the matters covered in such opinion, and to the extent elements of such matters are necessary to the conclusions expressed herein, we have, with your consent, assumed such matters.

We hereby consent to the filing of this opinion of counsel with the Commission as Exhibit 5.2 to the Registration Statement. We also consent to the reference to our Firm under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Noble Corporation plc of our report dated February 23, 2018 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Noble Corporation plc's Annual Report on Form 10-K for the year ended December 31, 2017. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
November 5, 2018

NOBLE CORPORATION PLC

POWER OF ATTORNEY

WHEREAS, Noble Corporation plc, a public limited company organized under the laws of England and Wales (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a Registration Statement on Form S-3 relating to the registration of debt and equity securities to be offered from time to time pursuant to Rule 415, including a related prospectus or prospectuses, with such amendment(s) thereto (including post-effective amendments) and any supplement(s) thereto or any other registration statement or amendments (including post-effective amendments) thereto as may be required (collectively, the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, together with any and all exhibits and other documents relating to the Registration Statement, in each case as may be necessary or appropriate in connection with the registration of securities of the Company;

NOW THEREFORE, the undersigned, in his or her capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint Adam C. Peakes, William E. Turcotte and Sarah M. Rechter and each of them severally, his or her true and lawful attorney or attorneys with power to act with or without the other, and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in his or her capacity as director, officer or both, as the case may be, of the Company, the Registration Statement, including the exhibits thereto and the prospectus or prospectuses referred to above, and any and all amendments thereto (including further post-effective amendments) and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any supplement(s) thereto and any and all instruments necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto. Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 26th day of October, 2018.

/s/ Julie H. Edwards
Julie H. Edwards

/s/ Gordon T. Hall
Gordon T. Hall

/s/ Roger W. Jenkins
Roger W. Jenkins

/s/ Scott D. Josey
Scott D. Josey

/s/ Jon A. Marshall
Jon A. Marshall

/s/ Mary P. Ricciardello
Mary P. Ricciardello

/s/ Julie J. Robertson
Julie J. Robertson