

Noble Corp plc  
Form SC 13D/A  
October 17, 2014  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Noble Corporation plc  
(Name of Issuer)

Ordinary Shares, par value \$0.01 per share  
(Title of Class of Securities)

G65431101  
(CUSIP Number)

Brian Meyer

Fir Tree, Inc.

505 Fifth Avenue

23<sup>rd</sup> Floor

New York, New York 10017

(212) 599-0090

Marc Weingarten, Esq.

David E. Rosewater, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

October 15, 2014  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 7 Pages)

---

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

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

	NAME OF REPORTING PERSONS
<b>1</b>	Fir Tree Value Master Fund, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands
	SOLE VOTING POWER
<b>7</b>	
	0 SHARED VOTING POWER
<b>8</b>	
	15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares) (See
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

	Item 6 of the Original Schedule 13D) SOLE DISPOSITIVE POWER
<b>9</b>	
	0 SHARED DISPOSITIVE POWER
	15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares) (See Item 6 of the Original Schedule 13D)
<b>10</b>	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>11</b>	15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares) (See Item 6 of the Original Schedule 13D)
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>13</b>	(see Item 5)
<b>14</b>	6.0%

TYPE OF REPORTING  
PERSON

PN

**1** NAME OF REPORTING PERSONS

Fir Tree, Inc.

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) "

A GROUP

**3** SEC USE ONLY

SOURCE OF FUNDS

**4** AF CHECK BOX IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING IS

REQUIRED

PURSUANT

TO ITEM

2(d) or 2(e)

CITIZENSHIP OR

**6** PLACE OF ORGANIZATION

New York

SOLE

VOTING

POWER

**7**

0

SHARED

VOTING

POWER

**8**

15,292,283

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

Ordinary

Shares

(including call

options to

purchase

8,000,000

Ordinary

Shares) (See

Item 6 of the

Original  
Schedule 13D)  
SOLE  
DISPOSITIVE  
**9** POWER

0  
SHARED  
DISPOSITIVE  
POWER

15,292,283  
Ordinary  
Shares  
**10** (including call  
options to  
purchase  
8,000,000  
Ordinary  
Shares) (See  
Item 6 of the  
Original  
Schedule 13D)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11** 15,292,283 Ordinary  
Shares (including call  
options to purchase  
8,000,000 Ordinary  
Shares) (See Item 6 of  
the Original Schedule  
13D)

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 6.0%  
TYPE OF REPORTING  
PERSON

IA; CO



This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on September 2, 2014 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), of Noble Corporation plc, a public limited company incorporated in England and Wales (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3, 5 and 6 as set forth below.

### **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used a total of approximately \$233,614,000 (including brokerage commissions) in the aggregate to acquire the Ordinary Shares reported in this Schedule 13D.

The source of the funds used to acquire the Ordinary Shares reported herein is the working capital of Fir Tree Value for the Ordinary Shares held by it, and margin borrowings described in the following sentence. Such Ordinary Shares are held by Fir Tree Value in commingled margin accounts, which may extend margin credit to Fir Tree Value from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Ordinary Shares reported herein.

### **Item 5. INTEREST IN SECURITIES OF THE ISSUER.**

Paragraphs (a) – (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate number and percentage of Ordinary Shares to which this Schedule 13D relates is 15,292,283 Ordinary Shares (consisting of 7,292,283 Ordinary Shares and call options to purchase 8,000,000 Ordinary Shares), constituting approximately 6.0% of the Issuer's currently outstanding Ordinary Shares. The aggregate number and percentage of Ordinary Shares reported herein are based upon the 254,260,645 Ordinary Shares outstanding as of July 31, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on August 8, 2014.

(i) Fir Tree:

(a) As of the date hereof, Fir Tree may be deemed the beneficial owner of 15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares).

Percentage: Approximately 6.0% as of the date hereof.

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares)

3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares)

(ii) Fir Tree Value:

- (a) As of the date hereof, Fir Tree Value may be deemed the beneficial owner of 15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares)  
Percentage: Approximately 6.0% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares)
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 15,292,283 Ordinary Shares (including call options to purchase 8,000,000 Ordinary Shares)

To the knowledge of the Reporting Persons, the executive officers and directors of Fir Tree and the general partner of Fir Tree Value have no beneficial ownership of Ordinary Shares separate from the beneficial ownership held by the Reporting Persons.

(b) Fir Tree, as the investment manager to Fir Tree Value, has the shared power to vote or direct the voting, and to dispose or direct the disposition of, the 15,292,283 Ordinary Shares beneficially owned by Fir Tree Value.

(c) Information concerning transactions in the Ordinary Shares effected by the Reporting Persons since the filing of the Original Schedule 13D is set forth in Schedule B hereto and is incorporated herein by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

**Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

Item 6 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Fir Tree Value owns American-style call options on an aggregate of 8,000,000 Ordinary Shares with strike prices ranging from \$20.00 to \$25.00 and expiration dates ranging from January 17, 2015 to January 15, 2016.

Other than as previously disclosed in the Schedule 13D and the options, the Reporting Persons have no contracts, arrangements, understandings or relationships with any persons with respect to securities of the Issuer.



CUSIP No. G65431101 SCHEDULE 13D/A Page 6 of 7 Pages

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 17, 2014

**FIR TREE INC.**

By: /s/ James Walker  
Name: James Walker  
Title: Managing Director

**FIR TREE VALUE MASTER FUND, LP**

By FIR TREE INC., its Manager

By: /s/ James Walker  
Name: James Walker  
Title: Managing Director

**Schedule B****Transaction History of the Reporting Persons with respect to the Ordinary Shares**

This Schedule sets forth information with respect to each purchase and sale of Ordinary Shares that were effectuated by the Reporting Persons since the filing of the Original Schedule 13D. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions.

**Fir Tree Value**

<u>Trade Date</u>	<u>Type of Security</u>	<u>Ordinary Shares Purchased (Sold)</u>	<u>Price Per Share (\$)</u>
10/02/2014	Ordinary Shares	100,000	21.14
10/03/2014	Ordinary Shares	50,000	20.28
10/03/2014	Ordinary Shares	50,000	20.65
10/13/2014	Ordinary Shares	(500,000)	18.91
10/13/2014	Ordinary Shares	(200,000)	18.62
10/14/2014	Ordinary Shares	(300,000)	19.04
10/14/2014	Ordinary Shares	(500,000)	18.75
10/15/2014	Ordinary Shares	(291,000)	18.42
10/15/2014	Ordinary Shares	(3,500,000)	18.39
10/15/2014	Ordinary Shares	(209,000)	18.42
10/16/2014	Ordinary Shares	(2,480,000)	19.31