

NOBLE ENERGY INC  
Form S-8  
July 17, 2015

As filed with the Securities and Exchange Commission on July 17, 2015

Registration Statement No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**NOBLE ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**73-0785597**  
**(IRS Employer**

**Identification No.)**

**1001 Noble Energy Way**

**Houston, Texas**

**77070**

(Address of Principal Executive Offices)

(Zip Code)

**2015 Stock Plan for Non-Employee Directors of Noble Energy, Inc.**

(Full title of the plan)

**Kenneth M. Fisher**

*Copies to:*

**Executive Vice President and Chief Financial Officer**

**Noble Energy, Inc.**

**Harry R. Beaudry**

**1001 Noble Energy Way**

**Mayer Brown LLP**

**Houston, Texas 77070**

**700 Louisiana Street, Suite 3400**

**(281) 872-3100**

**Houston, Texas 77002**

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

**(713) 238-3000**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)(2)</b>	<b>Proposed maximum offering price per share (3)</b>	<b>Proposed maximum aggregate offering price (3)</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value per share	708,996 shares	\$ 38.61	\$ 27,374,336	\$ 3,181

- (1) Registrant is registering 708,996 shares under the 2015 Stock Plan for Non-Employee Directors of Noble Energy, Inc. (the 2015 Plan ), pursuant to this Registration Statement.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also include such additional indeterminate number of shares of common stock as may become issuable under the 2015 Plan to prevent dilution as a result of stock splits, stock dividends, recapitalizations or similar transactions.
- (3) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act on the basis of the average of the high and low prices of the common stock of Registrant reported on the New York Stock Exchange for July 16, 2015.

**EXPLANATORY NOTE**

Noble Energy, Inc. ( Noble Energy, we, us or our ) is filing this Registration Statement to register 708,996 shares (the Shares ) of its common stock, par value \$0.01 per share, reserved for issuance under the 2015 Stock Plan for Non-Employee Directors of Noble Energy, Inc. (the 2015 Plan ). The Shares previously were reserved but unissued under the 2005 Stock Plan for Non-Employee Directors of Noble Energy, Inc. (the 2005 Plan ) when it expired on March 31, 2015 and were not subject to outstanding awards under the 2005 Plan as of such date (the Carried Forward Shares ). The Carried Forward Shares were registered pursuant to Noble Energy s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission ) on May 23, 2007 (the Prior Registration Statement ). Substantially concurrently with the filing of this Registration Statement on Form S-8, Noble Energy is filing Post-Effective Amendment No. 1 to the Prior Registration Statement to deregister the Carried Forward Shares thereunder. This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the 2015 Plan covered by this Registration Statement as required by Rule 428(b)(1).

## PART II

### INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by Noble Energy with the Commission are incorporated by reference into this Registration Statement:

our Annual Report on Form 10-K for the year ended December 31, 2014;

our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015;

our Current Reports on Form 8-K as filed with the Commission on March 3, 2015, March 25, 2015, April 29, 2015, May 11, 2015 (Item 1.01 only) and June 29, 2015; and

the description of our common stock set forth in our registration statements filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description. All documents filed by Noble Energy with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) (excluding any information deemed furnished and not filed pursuant to Item 2.02 or Item 7.01 of any current report on Form 8-K) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any document that also is incorporated by reference herein modifies or supersedes such statement.

#### **Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") permits each Delaware business corporation to indemnify its directors, officers, employees and agents against liability for each such person's acts taken in his or her capacity as a director, officer, employee or agent of the corporation if such actions were taken in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Noble Energy's bylaws provide indemnification of prior and current directors, officers, employees or agents. Noble Energy is to indemnify, to the fullest extent authorized by law, any director or officer of Noble who is made a party or threatened to be made to a party in any criminal, civil, administrative or investigative action or proceeding. Further, Noble Energy may indemnify an employee or agent who is made or threatened to be made a party to a criminal, civil, administrative, or investigative action or proceeding. In addition, Noble Energy, at its own expense, may maintain insurance to protect itself and directors, officers, employees or agents of Noble Energy or another enterprise against all expenses and liabilities, whether or not Noble Energy has the power to indemnify such individuals under the DGCL.

Should a director or officer be successful in any action, suit or proceeding, he or she must be indemnified by Noble Energy against expenses, including attorney's fees, actually and reasonably incurred by the officer or director. Furthermore, Noble Energy may pay the expenses incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of its final disposition. However, Noble Energy must first receive an undertaking by the indemnified party to repay all expenses if it is ultimately determined that such indemnitee is not entitled to be indemnified. If the indemnitee is an employee or agent, then the upfront payment of expenses may be done under terms and conditions as Noble Energy deems appropriate.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Reference is made to the Exhibit Index on the page immediately following the signature page hereto, which is incorporated herein by reference.

**Item 9. 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;

(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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent 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) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.



(b) The undersigned Registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) 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) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 17th day of July, 2015.

**NOBLE ENERGY, INC.**

By: */s/ David L. Stover*  
David L. Stover  
Chairman of the Board and Chief  
Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints David L. Stover, Kenneth M. Fisher and Arnold J. Johnson, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated below on July 17, 2015.

<b>Signature</b>	<b>Title</b>
<i>/s/ David L. Stover</i>	Chairman of the Board, Director and Chief Executive Officer
David L. Stover	(Principal Executive Officer)
<i>/s/ Kenneth M. Fisher</i>	Executive Vice President, Chief Financial Officer
Kenneth M. Fisher	(Principal Financial Officer)
<i>/s/ Dustin A. Hatley</i>	Vice President, Chief Accounting Officer and Controller
Dustin A. Hatley	(Principal Accounting Officer)
<i>/s/ Jeffrey L. Berenson</i>	Director
Jeffrey L. Berenson	

*/s/ Michael A. Cawley* Director

Michael A. Cawley

*/s/ Edward F. Cox* Director

Edward F. Cox

*/s/ Thomas J. Edelman* Director

Thomas J. Edelman

<b>Signature</b>	<b>Title</b>
<i>/s/ Eric P. Grubman</i>	Director
Eric P. Grubman	
<i>/s/ Kirby L. Hedrick</i>	Director
Kirby L. Hedrick	
<i>/s/ Scott D. Urban</i>	Director
Scott D. Urban	
<i>/s/ William T. Van Kleeef</i>	Director
William T. Van Kleeef	
<i>/s/ Molly K. Williamson</i>	Director
Molly K. Williamson	

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement and Plan of Merger, dated as of May 10, 2015 by and among Noble Energy, Inc., Bluebonnet Merger Sub Inc. and Rosetta Resources Inc., filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K (Date of Event: May 10, 2015) filed on May 11, 2015 and incorporated herein by reference.
3.1	Certificate of Incorporation of the Registrant (as amended through April 29, 2015), filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and incorporated herein by reference.
3.2	By-Laws of Noble Energy, Inc. (as amended through April 23, 2013), filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and incorporated herein by reference.
5.1*	Opinion of Mayer Brown LLP.
10.1	2015 Stock Plan for Non-Employee Directors of Noble Energy, Inc., filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and incorporated herein by reference.
23.1*	Consent of Independent Registered Public Accounting Firm KPMG LLP
23.2*	Consent of Independent Petroleum Engineers and Geologists Netherland, Sewell & Associates, Inc.
23.3*	Consent of Mayer Brown LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (set forth on the signature page of this registration statement)

\* Filed herewith.