

Noble Corp / Switzerland
Form 8-K
May 07, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (date of earliest event reported): April 26, 2013

NOBLE CORPORATION

(Exact name of Registrant as specified in its charter)

Switzerland
(State or other jurisdiction of
incorporation or organization)

000-53604
(Commission
file number)

98-0619597
(I.R.S. employer
identification number)

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Dorfstrasse 19A

Baar, Switzerland
(Address of principal executive offices)

6340
(Zip code)

Registrant's telephone number, including area code: 41 (41) 761-65-55

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2013 annual general meeting of the shareholders of Noble Corporation, a Swiss corporation (the Company), was held on April 26, 2013. Matters voted on at the annual general meeting and the results thereof were as follows:

- (1) Proposal 1: Election of directors. The following individuals were elected to the Company's Board of Directors for a three-year term that will expire in 2016:

| Nominee | For | Withhold | Broker Non-Votes |
|-------------------|-------------|-----------|------------------|
| Michael A. Cawley | 187,621,651 | 5,438,739 | 17,796,267 |
| Gordon T. Hall | 189,683,643 | 3,376,747 | 17,796,267 |
| Ashley Almanza | 190,809,244 | 2,251,146 | 17,796,267 |

- (2) Proposal 2: The proposal to approve the 2012 Annual Report, the consolidated financial statements of the Company for fiscal year 2012 and the statutory financial statements of the Company for fiscal year 2012 was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 209,890,064 | 195,309 | 649,987 | 121,297 |

- (3) Proposal 3: The proposal to distribute a dividend payment funded from capital contribution reserve was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 210,210,198 | 95,034 | 434,922 | 116,503 |

- (4) Proposal 4: The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2013 and to elect PricewaterhouseCoopers AG as the Company's statutory auditor for a one-year term was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 207,544,685 | 2,823,751 | 488,221 | 0 |

- (5) Proposal 5: The proposal to discharge the members of the Board of Directors and the executive officers under Swiss law for fiscal year 2012 was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 184,535,426 | 5,166,786 | 972,908 | 20,181,537 |

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- (6) Proposal 6: The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 180,843,902 | 10,744,358 | 1,466,522 | 17,801,875 |

- (7) Proposal 7: The proposal to extend the authority of the Board of Directors to issue authorized share capital was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 204,912,043 | 5,176,065 | 646,844 | 121,705 |

SIGNATURES

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

Date: May 7, 2013

NOBLE CORPORATION

By: /s/ Julie J. Robertson
Julie J. Robertson
Executive Vice President and Corporate Secretary