
**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 or other jurisdiction of
incorporation or organization)

73-0785597
(I.R.S. Employer
Identification No.)

**1001 Noble Energy Way
Houston, Texas**
(Address of Principal Executive Offices)

77070
(Zip Code)

Noble Energy, Inc. 2017 Long-Term Incentive Plan
(Amended and Restated Effective April 23, 2019)
(Full title of the plan)

Rachel G. Clingman
Senior Vice President, General Counsel and Corporate Secretary
Noble Energy, Inc.
1001 Noble Energy Way
Houston, Texas 77070
(Name and address of agent for service)

(281) 872-3100
(Telephone number, including area code, of agent for service)

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:

Large accelerated filer

Non-accelerated filer

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 securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value per share	15,000,000	\$27.38	\$410,700,000	\$49,776.84

- (1) This registration statement on Form S-8 (this "Registration Statement") covers the number of shares of Noble Energy, Inc. common stock, \$0.01 par value per share ("Common Stock"), stated above and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of additional securities that may become issuable pursuant to the Noble Energy, Inc. 2017 Long-Term Incentive Plan (Amended and Restated Effective April 23, 2019) (the "2017 Plan"), pursuant to the adjustment and anti-dilution provisions under the 2017 Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The maximum offering price per share and maximum aggregate offering price are based on a price of \$27.38, which was the average of the high and low sales prices per share of Common Stock reported on the New York Stock Exchange on April 29, 2019.

EXPLANATORY NOTE

This Registration Statement is being filed by Noble Energy, Inc., a Delaware corporation (the “Registrant”), pursuant to General Instruction E of Form S-8 under the Securities Act to register an additional 15,000,000 shares of Common Stock for issuance in connection with awards under the 2017 Plan pursuant to the amendment and restatement of the 2017 Plan approved by the Registrant’s stockholders on April 23, 2019. The amendment and restatement of the 2017 Plan increases the number of shares of Common Stock authorized for issuance under the 2017 Plan from 29,000,000 shares to 44,000,000 shares (an increase of 15,000,000 shares), extends the term of the 2017 Plan through January 28, 2029 and removes certain provisions no longer applicable due to changes in the federal tax laws.

Except as set forth below, the contents of the Registrant’s registration statement on Form S-8 (File No. 333-217605) relating to shares of Common Stock for issuance in connection with awards under the same benefit plan (i.e., the Noble Energy, Inc. 2017 Long-Term Incentive Plan prior to the amendment and restatement thereof) which was previously filed with the U.S. Securities and Exchange Commission (the “Commission”) on May 3, 2017, are incorporated by reference in this Registration Statement as permitted by General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- the Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2018;
- the Registrant’s Quarterly Report on [Form 10-Q](#) for the three-month period ended March 31, 2019;
- the Registrant’s Current Report on [Form 8-K](#), filed with the Commission on April 24, 2019; and
- the description of the Registrant’s common stock set forth in the Registrant’s registration statement filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of the filing hereof and prior to the filing of a post-effective amendment, which indicates that all securities offered hereunder have been sold, or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that no information furnished under either Item 2.02 or Item 7.01 (or any exhibits related thereto under Item 9.01) of any Current Report on Form 8-K shall be deemed to be incorporated by reference in this Registration Statement or to be a part hereof.

Item 8. Exhibits.

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of Noble Energy, Inc., filed as Exhibit 3.3 to the Registrant’s Current Report on Form 8-K filed July 28, 2016 (File No. 001-07964), and incorporated herein by reference.
3.2	By-Laws of Noble Energy, Inc. (as amended through February 15, 2019), filed as Exhibit 3.2 to the Registrant’s Annual Report on Form 10-K filed February 19, 2019 (File No. 001-07964), and incorporated herein by reference.
4.1	Noble Energy, Inc. 2017 Long-Term Incentive Plan (Amended and Restated Effective April 23, 2019), filed as Exhibit 10.1 to the Registrant’s Quarterly Report on Form 10-Q filed May 3, 2019 (File No. 001-07964), and incorporated herein by reference.
4.2	Form of Restricted Stock Notice and Award Agreement (three-year vested one-third per year) under the Noble Energy, Inc. 2017 Long-Term Incentive Plan, filed as Exhibit 10.2 to the Registrant’s Quarterly Report on Form 10-Q filed May 3, 2019 (File No. 001-07964), and incorporated herein by reference.

Exhibit No.	Description
4.3	<u>Form of Option Award Notice and Agreement under the Noble Energy, Inc. 2017 Long-Term Incentive Plan, filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed May 3, 2019 (File No. 001-07964), and incorporated herein by reference.</u>
4.4	<u>Form of Restricted Stock Notice and Award Agreement (three-year cliff vested) under the Noble Energy, Inc. 2017 Long-Term Incentive Plan, filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed May 3, 2019 (File No. 001-07964), and incorporated herein by reference.</u>
4.5	<u>Form of Restricted Stock Notice and Award Agreement (three-year vested 20/30/50) under the Noble Energy, Inc. 2017 Long-Term Incentive Plan, filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed May 3, 2019 (File No. 001-07964), and incorporated herein by reference.</u>
5.1*	<u>Opinion of Akin Gump Strauss Hauer & Feld LLP.</u>
23.1*	<u>Consent of KPMG LLP.</u>
23.2*	<u>Consent of Netherland, Sewell & Associates, Inc.</u>
23.3*	<u>Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1 to this Registration Statement).</u>
24.1*	<u>Power of Attorney (set forth on the signature page of this Registration Statement).</u>

* Filed herewith

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 May 3, 2019.

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 Rachel G. Clingman, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, 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 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 connection therewith, as fully to all intents and purposes as he or she 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, this Registration Statement has been signed by the following persons in the capacities indicated below on May 3, 2019.

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

/s/ Barbara J. Duganier Director
Barbara J. Duganier

/s/ Thomas J. Edelman Director
Thomas J. Edelman

/s/ Holli C. Ladhani Director
Holli C. Ladhani

/s/ Scott D. Urban Director
Scott D. Urban

/s/ William T. Van Kleeff Director
William T. Van Kleeff

Akin Gump

STRAUSS HAUER & FELD LLP

May 3, 2019

Noble Energy, Inc.
1001 Noble Energy Way
Houston, Texas 77070

Re: Noble Energy, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Noble Energy, Inc., a Delaware corporation (the “*Company*”), in connection with the registration, pursuant to a registration statement on Form S-8 (the “*Registration Statement*”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “*Act*”), relating to the proposed issuance of up to 15,000,000 shares (the “*Shares*”) of the Company’s common stock, par value \$0.01 per share (“*Common Stock*”). The Shares were authorized for issuance pursuant to the Noble Energy, Inc. 2017 Long-Term Incentive Plan (Amended and Restated Effective April 23, 2019) (the “*A&R 2017 Plan*”). The A&R 2017 Plan was approved by the Company’s Board of Directors on January 29, 2019, and by its stockholders at the Company’s annual meeting of stockholders held on April 23, 2019. This opinion is being furnished at the request of the Company in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all copies submitted to us as conformed, certified or reproduced copies. We have also assumed that (i) the certificates for the Shares, if certificated, will conform to the specimen thereof filed as an exhibit to the Registration Statement and upon issuance will have been duly countersigned by the transfer agent and duly registered by the registrar for the Common Stock or, if uncertificated, valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Company, (ii) each award agreement setting forth the terms of each award granted pursuant to the A&R 2017 Plan will be consistent with the A&R 2017 Plan and will have been duly authorized and validly executed and delivered by the parties thereto, and (iii) at the time of each issuance of Shares, there will be sufficient shares of Common Stock authorized for issuance under the Company’s certificate of incorporation that have not otherwise been issued or reserved or committed for issuance, and (iv) the price per share paid for Shares issued pursuant to the A&R 2017 Plan is not less than the par value of the Shares. As to various questions of fact relevant to this letter, we have relied, without independent investigation, upon certificates of public officials and certificates of officers of the Company, all of which we assume to be true, correct and complete.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations stated herein, we are of the opinion that when the Shares have been issued and delivered upon payment therefor in accordance with the terms of the A&R 2017 Plan and the applicable award agreement, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.
- B. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the date hereof or to advise you of any changes in any matter set forth herein, whether based on a change in the law or a change in any fact relating to the Company, any other person or any other circumstance.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ Akin Gump Strauss Hauer & Feld LLP

AKIN GUMP STRAUSS HAUER & FELD LLP



KPMG LLP
811 Main Street
Houston, TX 77002

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Noble Energy, Inc.:

We consent to the use of our reports dated February 19, 2019, with respect to the consolidated balance sheets of Noble Energy, Inc. and subsidiaries as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2018 incorporated herein by reference.

KPMG LLP

Houston, Texas
May 3, 2019

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

As independent petroleum engineers and geologists, we hereby consent to the incorporation by reference of our name and our report contained in the Annual Report on Form 10-K of Noble Energy, Inc. for the year ended December 31, 2018, in this Registration Statement on Form S-8 of Noble Energy, Inc.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Danny D. Simmons
Danny D. Simmons, P.E.
President and Chief Operating Officer

Houston, Texas
May 3, 2019

Please be advised that the digital document you are viewing is provided by Netherland, Sewell & Associates, Inc. (NSAI) as a convenience to our clients. The digital document is intended to be substantively the same as the original signed document maintained by NSAI. The digital document is subject to the parameters, limitations, and conditions stated in the original document. In the event of any differences between the digital document and the original document, the original document shall control and supersede the digital document.