

---

---

**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): August 8, 2017**

---



**NOBLE ENERGY, INC.**

(Exact name of Registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-07964**  
Commission  
File Number

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

**1001 Noble Energy Way,  
Houston, Texas**  
(Address of principal executive offices)

**77070**  
(Zip Code)

**Registrant's telephone number, including area code: (281) 872-3100**

**(Former name, former address and former fiscal year, if changed since last report)**

---

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).  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 13(a) of the Exchange Act.

---

---

---

**Item 7.01. Regulation FD Disclosure.**

***Tender Offer***

On August 8, 2017, Noble Energy, Inc. (the “Company”) issued a press release announcing that it has commenced a cash tender offer to purchase any and all of its outstanding \$1 billion aggregate principal amount of 8.25% Senior Notes due 2019. A copy of the Company’s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is furnished as part of this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 8, 2017 announcing tender offer.

---

**SIGNATURE**

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

NOBLE ENERGY, INC.

Date: August 8, 2017

By: /s/ Kevin E. Haggard

Kevin E. Haggard  
Vice President and Treasurer

---

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 8, 2017 announcing tender offer.



## NEWS RELEASE

**NOBLE ENERGY COMMENCES TENDER OFFER  
FOR ITS 8.25% SENIOR NOTES DUE 2019**

**HOUSTON** (August 8, 2017) – Noble Energy, Inc. (NYSE: **NBL**) (“Noble Energy” or “the Company”) announced today that it has commenced a cash tender offer for any and all of its \$1 billion 8.25% senior notes due 2019 (“the 2019 notes”). The tender offer is being made on the terms and subject to the conditions set forth in the offer to purchase dated August 8, 2017 and the related letter of transmittal and notice of guaranteed delivery.

The tender offer will expire at 5:00 p.m., New York City time, on August 14, 2017, unless extended or earlier terminated as described in the offer to purchase (such time and date, as they may be extended, the “Expiration Time”). Holders of the 2019 notes who validly tender (and do not validly withdraw) their notes prior to the Expiration Time, or who deliver to the depository and information agent a properly completed and duly executed notice of guaranteed delivery in accordance with the instructions described in the offer to purchase, will be eligible to receive in cash the Tender Offer Consideration described below.

<b>Title of Security</b>	<b>CUSIP / ISIN</b>	<b>Outstanding Principal Amount</b>	<b>U.S. Treasury Reference Security</b>	<b>Bloomberg Reference Page</b>	<b>Fixed Spread</b>
8.25% Senior Notes due 2019	655044AD7 US655044AD79	\$1,000,000,000	1.375% UST due 07/31/19	FIT1	+50 bps

The “Tender Offer Consideration” for each \$1,000 principal amount of the 2019 notes validly tendered and accepted for purchase pursuant to the tender offer will be determined in the manner described in the offer to purchase by reference to a fixed spread specified for the 2019 notes (the “Fixed Spread”) specified in the table above plus the yield based on the bid-side price of the U.S. Treasury Reference Security specified in the table above at 2:00 p.m., New York City time, on August 14, 2017, unless extended or earlier terminated.

Holders will also receive accrued and unpaid interest on the 2019 notes validly tendered and accepted for purchase from the March 1, 2017 interest payment date up to, but not including, the date the Company makes payment for such 2019 notes, which date is anticipated to be August 15, 2017 (the “Settlement Date”).

---

Tendered notes may be withdrawn at any time at or prior to the Expiration Time. The Company reserves the right to terminate, withdraw or amend the tender offer at any time, subject to applicable law.

The tender offer is subject to the satisfaction or waiver of certain conditions, including receipt by the Company of proceeds from a proposed debt financing on terms reasonably satisfactory to the Company that generates net proceeds in an amount that is sufficient to effect the repurchase of the 2019 notes validly tendered and accepted for purchase pursuant to the tender offer. If any 2019 notes remain outstanding after the consummation of the tender offer, the Company expects (but is not obligated) to redeem such notes in accordance with the terms and conditions set forth in the related indenture.

The Company has engaged Citigroup to act as dealer manager in connection with the tender offer, and has appointed Global Bondholder Services Corporation ("GBS") to serve as the depositary and information agent for the tender offer.

For additional information regarding the terms of the tender offer, please contact Citigroup at (800) 558-3745 (toll-free) or (212) 723-6106 (collect). Questions regarding the tender offer should be directed to GBS at (212) 430-3774 (banks and brokers) or (866) 470-3700 (all others).

The complete terms and conditions of the tender offer are described in the offer to purchase and the related letter of transmittal and notice of guaranteed delivery. These documents are available at <http://www.gbcs-usa.com/Noble/> and may also be obtained by contacting GBS by telephone.

None of the Company, its board of directors, the dealer manager, GBS or the trustee for the notes, or any of their respective affiliates, is making any recommendation as to whether holders should tender any 2019 notes in response to the tender offer. Holders must make their own decision as to whether to tender any of their 2019 notes and, if so, the principal amount of 2019 notes to tender.

This announcement is not an offer to purchase or a solicitation of an offer to sell any securities and shall not constitute a notice of redemption under the indenture governing the 2019 notes. The tender offer is being made solely by means of the offer to purchase and the related letter of transmittal.

**Noble Energy (NYSE: NBL)** is an independent oil and natural gas exploration and production company with a diversified high-quality portfolio of both U.S. unconventional and global offshore conventional assets spanning three continents. Founded more than 80 years ago, the company is committed to safely and responsibly delivering our purpose: *Energizing the World, Bettering People's Lives*<sup>®</sup>. For more information, visit [www.nblenergy.com](http://www.nblenergy.com).

---

**Forward Looking Statements**

*This news release contains certain “forward-looking statements” within the meaning of federal securities laws. Words such as “anticipates”, “believes”, “expects”, “intends”, “will”, “should”, “may”, and similar expressions may be used to identify forward-looking statements. Forward-looking statements are not statements of historical fact and reflect Noble Energy’s current views about future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, without limitation, the effects of global, national and regional economic and market conditions, changes in the financial markets and interest rates, the volatility in commodity prices for crude oil and natural gas, the ability to consummate the tender offer or redemption and other risks inherent in Noble Energy’s businesses that are discussed in Noble Energy’s most recent annual report on Form 10-K and in other Noble Energy reports on file with the Securities and Exchange Commission. Forward-looking statements are based on the estimates and opinions of management at the time the statements are made. Noble Energy does not assume any obligation to update any forward-looking statements should circumstances or management’s estimates or opinions change.*

**Investor Contacts:**

Brad Whitmarsh  
(281) 943-1670  
[brad.whitmarsh@nblenergy.com](mailto:brad.whitmarsh@nblenergy.com)

Megan Repine  
(832) 639-7380  
[megan.repine@nblenergy.com](mailto:megan.repine@nblenergy.com)

Megan Dolezal  
(281) 943-1861  
[megan.dolezal@nblenergy.com](mailto:megan.dolezal@nblenergy.com)

**Media Contacts:**

Reba Reid  
(713) 412-8441  
[media@nblenergy.com](mailto:media@nblenergy.com)

Deena McMullen  
(281) 943-1732  
[media@nblenergy.com](mailto:media@nblenergy.com)