

**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): September 13, 2018**



**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 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.**

On September 13, 2018, NBL Midstream, LLC, a subsidiary of Noble Energy, Inc., entered into Securities Purchase Agreements with multiple buyers to sell a total of 14,217,198 CNX Midstream Partners LP (“CNXM”) common units, representing all of its remaining ownership of CNXM. The privately negotiated sales will result in total gross proceeds of approximately \$252 million and are expected to close September 26, 2018.

Citigroup Global Markets Inc. acted as the lead placement agent for the transaction and BofA Merrill Lynch, Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC and Morgan Stanley acted as co-placement agents.

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

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**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: September 17, 2018

By: /s/ Kenneth M. Fisher  
Kenneth M. Fisher  
Executive Vice President, Chief Financial Officer