

**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
(Address of Principal Executive Offices)

77070
(Zip Code)

Noble Energy, Inc. 2017 Long-Term Incentive Plan
(Full title of the plan)

Kenneth M. Fisher
Senior Vice President and Chief Financial Officer
Noble Energy, Inc.
1001 Noble Energy Way
Houston, Texas 77070
(281) 872-3100
(Name, address and telephone number, including
area code, of agent for service)

Copies to:

John Goodgame
Akin Gump Straus Hauer & Feld LLP
1111 Louisiana Street, 44th Floor
Houston, Texas 77002
(713) 220-5800

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
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)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.01 par value per share	29,000,000 shares	\$32.13	\$931,770,000	\$107,992.14

(1) Registrant is registering 29,000,000 shares under the Noble Energy, Inc. 2017 Long-Term Incentive Plan (the "2017 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 2017 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 May 1, 2017.
-
-

EXPLANATORY NOTE

Noble Energy, Inc. (“Noble Energy,” “we,” “us” or “our”) is filing this Registration Statement to register 29,000,000 shares (the “Shares”) of its common stock, par value \$0.01 per share, reserved for issuance under the 2017 Long-Term Incentive Plan (the “2017 Plan”). The Board of Directors of Noble Energy recommended for approval and, on April 25, 2017, the stockholders of Noble Energy approved, the 2017 Plan to succeed the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan, as amended and restated (the “1992 Plan”). The 2017 Plan became effective on April 25, 2017 and replaced the 1992 Plan. No further awards will be granted under the 1992 Plan.

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 of 1933, as amended (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 2017 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 Securities and Exchange Commission (the "Commission") are incorporated by reference into this Registration Statement:

- our Annual Report on Form 10-K for the year ended December 31, 2016;
- our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017;
- our Current Reports on Form 8-K as filed with the Commission on January 17, 2017 (Item 1.01 only), January 27, 2017, February 24, 2017, March 1, 2017, April 12, 2017, April 25, 2017 (Item 2.01 only), and April 26, 2017; and
- the description of our common stock set forth in our Registration Statement on Form 8-A filed with the Commission on August 28, 1997 pursuant to Section 12(b) 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 Noble Energy with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of 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 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.

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 2nd day of May, 2017.

NOBLE ENERGY, INC.

By: /s/ David L. Stover
David L. Stover
Chairman of the Board, President 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 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, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated below on May 2, 2017.

<u>Signature</u>	<u>Title</u>
<u>/s/ David L. Stover</u> David L. Stover	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Kenneth M. Fisher</u> Kenneth M. Fisher	Executive Vice President, 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/ Edward F. Cox</u> Edward F. Cox	Director
<u>/s/ James E. Craddock</u> James E. Craddock	Director

Signature	Title
<hr/> <i>/s/ Thomas J. Edelman</i> Thomas J. Edelman	Director
<hr/> <i>/s/ Kirby L. Hedrick</i> Kirby L. Hedrick	Director
<hr/> <i>/s/ Scott D. Urban</i> Scott D. Urban	Director
<hr/> <i>/s/ William T. Van Klee</i> William T. Van Klee	Director
<hr/> <i>/s/ Molly K. Williamson</i> Molly K. Williamson	Director

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
3.1	By-Laws of Noble Energy, Inc. (as amended through January 24, 2017), filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Date of Event: January 23, 2017) filed on January 27, 2017 and incorporated herein by reference.
3.2	Restated Certificate of Incorporation of the Registrant, filed as Exhibit 3.3 to the Registrant's Current Report on Form 8-K (Date of Event: July 26, 2016) filed on July 28, 2016 and incorporated herein by reference.
5.1*	Opinion of Akin Gump Strauss Hauer & Feld LLP.
10.1	Noble Energy, Inc. 2017 Long-Term Incentive Plan, included as Appendix C to the Registrant's definitive proxy statement on Schedule 14A filed on March 2, 2017 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 Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (set forth on the signature page of this registration statement).

* Filed herewith.

Akin Gump

STRAUSS HAUER & FELD LLP

May 2, 2017

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 counsel to Noble Energy, Inc., a Delaware corporation (the “*Company*”), in connection with a Registration Statement on Form S-8 of the Company (the “*Registration Statement*”), being filed on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “*Act*”), relating to the proposed issuance of up to 29,000,000 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 Company’s 2017 Long-Term Incentive Plan (the “*2017 Plan*”). The 2017 Plan was approved by the Company’s Board of Directors in January 2017 and by its stockholders at the annual meeting of stockholders held on April 25, 2017. This opinion is being furnished 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 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 2017 Plan is consistent with the 2017 Plan and has 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 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 2017 Plan and 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, a change in any fact relating to the Company or 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, L.L.P.

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.



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 incorporation by reference in the registration statement on Form S-8 of Noble Energy, Inc. of our reports dated February 14, 2017, with respect to the consolidated balance sheets of Noble Energy, Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, shareholders equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, which reports appear in the December 31, 2016 annual report on Form 10-K of Noble Energy, Inc.

KPMG LLP

Houston, Texas
May 2, 2017

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 in this registration statement on Form S-8 of Noble Energy, Inc. (the "Company") of the reference to Netherland, Sewell & Associates, Inc. and the inclusion of our report dated January 16, 2017, in the Annual Report on Form 10-K for the year ended December 31, 2016, of the Company and its subsidiaries, filed with the Securities and Exchange Commission.

NETHERLAND, SEWELL & ASSOCIATES, INC.

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

Houston, Texas
May 2, 2017

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.