

NOBLE ENERGY INC  
Form 8-K  
March 12, 2018

**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): March 9, 2018**

**NOBLE ENERGY, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**001-07964**  
**Commission**

**73-0785597**  
**(I.R.S. Employer**

<b>incorporation or organization)</b>	<b>File Number</b>	<b>Identification No.)</b>
<b>1001 Noble Energy Way,</b>		
<b>Houston, Texas</b>		<b>77070</b>
<b>(Address of principal executive offices)</b>		<b>(Zip Code)</b>
<b>Registrant's telephone number, including area code: (281) 872-3100</b>		

**(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 1.01. Entry into a Material Definitive Agreement.**

On March 9, 2018, Noble Energy, Inc. (the Company ) and NBL International Finance B.V., an indirect wholly owned subsidiary of the Company, entered into a Third Amendment (the Third Amendment ), with JPMorgan Chase Bank, N.A., as administrative agent, Citibank N.A., as syndication agent, and Bank of America, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Mizuho Bank, Ltd. and DNB Bank ASA, New York Branch, as documentation agents, and the other commercial lending institutions party thereto. The Third Amendment amends certain provisions of the Credit Agreement dated as of October 14, 2011 (as increased by the Commitment Increase Agreements each dated as of September 28, 2012, as amended by the First Amendment to Credit Agreement, dated as of October 3, 2013, and as amended by the Second Amendment to Credit Agreement, dated as of August 27, 2015 the Credit Agreement ).

The Third Amendment amends the Credit Agreement to, among other things, extend the maturity date of the Credit Agreement from August 27, 2020 to March 9, 2023, and reallocate commitment amounts among the continuing and newly participating lending institutions. Under the Third Amendment, the aggregate commitments of the participating lending institutions remain unchanged at \$4.0 billion, and the swingline and letter of credit sub-facilities remain unchanged at \$600 million and \$450 million, respectively.

Certain lenders that are a party to the Third Amendment and their respective affiliates have from time to time performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company and its affiliates in the ordinary course of business for which they have received and would receive customary compensation. In addition, in the ordinary course of their various business activities, such parties and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investments and securities activities may involve the Company's securities and/or instruments.

The foregoing description of the material terms and conditions of the Third Amendment is qualified in its entirety by reference to the full text of the Third Amendment, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference.

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

(d) Exhibits.

**Exhibit**

Number	Description
10.1	<u>Third Amendment, dated March 9, 2018, by and among Noble Energy, Inc., NBL International Finance B.V., JPMorgan Chase Bank, N.A., as administrative agent, Citibank N.A., as syndication agent, and Bank of America, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Mizuho Bank, Ltd. and DNB Bank ASA, New York Branch as documentation agents, and the other commercial lending institutions party thereto.</u>

**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: March 12, 2018

By: /s/ Aaron G. Carlson  
Aaron G. Carlson  
Vice President, Deputy General Counsel and  
Assistant Secretary