

Mohn Frederik Wilhelm
Form 4
February 01, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mohn Frederik Wilhelm

2. Issuer Name and Ticker or Trading Symbol
Transocean Ltd. [RIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

TURMSTRASSE 30

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STEINHAUSEN, V8 6312

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Shares | 01/30/2018 | | A | V 22,148 | A (1) 22,148 | D | |
| Shares | 01/30/2018 | | A | 2,054 | A (2) 2,054 | I | By spouse |
| Shares | 01/30/2018 | | A | 31,096,351 | A (3) 31,096,351 | I | See Footnote (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| 0.5% Exchangeable Senior Bonds due 2023 | <u>(1)</u> | 01/30/2018 | | A | \$ 185,000 | <u>(1)</u> | 01/30/2018 | 01/30/2023 | Shares |
| 0.5% Exchangeable Senior Bonds due 2023 | <u>(2)</u> | 01/30/2018 | | A | \$ 17,000 | <u>(2)</u> | 01/30/2018 | 01/30/2023 | Shares |
| 0.5% Exchangeable Senior Bonds due 2023 | <u>(3)</u> | 01/20/2018 | | A | \$ 355,611,000 | <u>(3)</u> | 01/30/2018 | 01/30/2023 | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mohn Frederik Wilhelm TURMSTRASSE 30 STEINHAUSEN, V8 6312 | X | X | | |

Signatures

/s/ Daniel Ro-Trock By Power of Attorney 02/01/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In connection with the acquisition by Transocean Ltd. (the "Company") of Songa Offshore SE ("Songa"), as consideration for tendering his shares of Songa, Mr. Mohn received 22,148 Shares of Transocean Ltd. ("Shares") and \$185,000 aggregate principal amount of 0.5% Exchangeable Senior Bonds due 2023 issued by Transocean Inc., a wholly owned subsidiary of the Company, and fully and unconditionally guaranteed by the Company (the "Exchangeable Bonds"). Mr. Mohn's Exchangeable Bonds are exchangeable into Shares at an initial rate of 97.29756 Shares per \$1,000 principal amount of Exchangeable Bonds, which initial rate is subject to adjustment in accordance with the Indenture (the "Indenture"), dated January 30, 2018, among Transocean Inc., the Company, Computershare Trust Company, N.A. and Computershare Trust Company of Canada. The Exchangeable Bonds are exchangeable at any time prior to and up to

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the maturity date of January 30, 2023.

- (2) In connection with the acquisition by the Company of Songa, as consideration for tendering her shares of Songa, Mr. Mohn's spouse received 2,054 Shares and Exchangeable Bonds valued at \$17,000. Her Exchangeable Bonds are exchangeable into Shares at an initial rate of 97.29756 Shares per \$1,000 principal amount of Exchangeable Bonds, which initial rate is subject to adjustment in accordance with the Indenture. The Exchangeable Bonds are exchangeable at any time prior to and up to the maturity date of January 30, 2023.

- (3) In connection with the acquisition by the Company of Songa, as consideration for tendering its shares of Songa and in exchange for the transfer to the Company of the \$50,000,000 shareholder loan owed by Songa to Perestroika and certain Songa bonds, Perestroika received 31,096,351 Shares and Exchangeable Bonds valued at \$355,611,000. Perestroika's Exchangeable Bonds are exchangeable into Shares at an initial rate of 97.29756 Shares per \$1,000 principal amount of Exchangeable Bonds, which initial rate is subject to adjustment in accordance with the Indenture. The Exchangeable Bonds are exchangeable at any time prior to and up to the maturity date of January 30, 2023.

- (4) These securities are held directly by Perestroika, a company solely owned by Mr. Mohn.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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