

Ocean Rig UDW Inc.
Form POS AM
December 19, 2018

As filed with the Securities and Exchange Commission on December 19, 2018

Registration No. 333-202829

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1 to
Form F-3 Registration Statement
UNDER
THE SECURITIES ACT OF 1933**

OCEAN RIG UDW INC.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of Incorporation or
organization)

N/A
(I.R.S. Employer Identification Number)

Ocean Rig UDW Inc.

Ocean Rig Cayman Management Services SEZC Limited

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3rd Floor Flagship Building

Harbour Drive, Grand Cayman, Cayman Islands

+1 345 327 9232

(Address and telephone number of registrant's principal executive offices)

Ocean Rig UDW Inc.

Ocean Rig Cayman Management Services SEZC Limited

3rd Floor Flagship Building

Harbour Drive, Grand Cayman, Cayman Islands

+1 345 327 9232

(Name, address, and telephone number of agent for service)

Approximate date of commencement of proposed sale to the public: Not Applicable. Removal from registration of securities not sold.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

The term new or revised financial accounting standard refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the *Post-Effective Amendment*) relates to the Registration Statement on Form F-3 (File No. 333-202829) (as amended, the *Registration Statement*) declared effective by the Securities and Exchange Commission on May 7, 2015 by Ocean Rig UDW Inc., an exempted company incorporated with limited liability under the laws of the Cayman Islands (*Ocean Rig*), and the additional registrants listed therein (collectively, the *Registrants*). At the time of effectiveness, the Registration Statement registered the offer and sale of up to (i) \$2 billion of securities to be sold in one or more primary offerings by the Registrants completed from time to time (the *Primary Offering Securities*) and (ii) 86,051,001 common shares to be sold in one or more secondary offerings completed from time to time (the *Secondary Offering Securities*).

On December 5, 2018, pursuant to the Agreement and Plan of Merger, dated as of September 3, 2018 (the *Merger Agreement*), by and among Ocean Rig, Transocean Ltd. (*Transocean*), Transocean Oceanus Holdings Limited and Transocean Oceanus Limited, a wholly owned subsidiary of Transocean (*Merger Sub*), Merger Sub merged with and into Ocean Rig, with Ocean Rig surviving the merger as a wholly-owned subsidiary of Transocean.

As a result of the consummation of the transactions contemplated by the Merger Agreement, all offerings of securities under the Registration Statement have been terminated. In accordance with undertakings made by Ocean Rig in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, Ocean Rig hereby amends the Registration Statement to remove and withdraw from registration all Secondary Offering Securities registered but unsold under the Registration Statement as of the date hereof. The registration of all unsold Primary Offering Securities under the Registration Statement has previously expired pursuant to Rule 415(a)(5) under the Securities Act of 1933, as amended.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Grand Cayman, Cayman Islands, on this 19th day of December, 2018.

OCEAN RIG UDW INC.

By:

/s/ Stephen McFadin

Name: Stephen McFadin

Title: President

No other person is required to sign this Post-Effective Amendment No. 1 on Form F-3 in reliance upon Rule 478 under the Securities Act.