

Ocean Rig UDW Inc.
Form SC 13D/A
December 07, 2018
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Ocean Rig UDW Inc.
(Name of Issuer)

Class A Common Shares, par value \$0.01 per share
(Title of Class of Securities)

G66964118
(CUSIP Number)

Elliott Associates, L.P.

c/o Elliott Management Corporation

40 West 57th Street

New York, NY 10019

with a copy to:

Eleazer Klein, Esq.
Marc Weingarten, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

December 5, 2018
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 6 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G66964118 Schedule 13D/A Page 2 of 6 Pages

1 NAME OF REPORTING PERSON

Elliott Associates, L.P.

2 CHECK THE APPROPRIATE x

BOX IF A

3 MEMBER OF (b) "

A GROUP

4 SEC USE ONLY

SOURCE OF FUNDS

WC

5 CHECK BOX

IF

DISCLOSURE

OF LEGAL

6 PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

7 ORGANIZATION

Delaware

8 SOLE VOTING POWER

9 0

SHARED

VOTING

NUMBER OF

SHARES

10

0

SOLE

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH:

11

0

SHARED

DISPOSITIVE

POWER

0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

0

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING
PERSON

PN

CUSIP No. G66964118 Schedule 13D/A Page 3 of 6 Pages

1 NAME OF REPORTING PERSON

Elliott International, L.P.

2 CHECK THE APPROPRIATE x BOX IF A MEMBER OF (b) "

3 A GROUP SEC USE ONLY

4 SOURCE OF FUNDS

WC CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **7** SOLE VOTING POWER

0 SHARED VOTING POWER **8**

0 SOLE DISPOSITIVE POWER **9**

0 SHARED DISPOSITIVE POWER **10**

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
14 PERSON

PN

1 NAME OF REPORTING PERSON

Elliott International
Capital Advisors Inc.

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) "

3 A GROUP
4 SEC USE ONLY
SOURCE OF FUNDS

OO
CHECK BOX

5 IF DISCLOSURE OF LEGAL

PROCEEDING IS

REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE

POWER

POWER

0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

0

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) "

13 EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING
PERSON

CO

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On December 5, 2018 the transactions contemplated by the Merger Agreement were consummated. At such time, each Class A Common Share outstanding as of immediately prior to the Effective Time, subject to certain exceptions, was cancelled and extinguished and automatically converted into the right to receive 1.6128 newly issued shares of Transocean Ltd. and \$12.75 in cash.

The Voting Agreement terminated in accordance with its terms upon the consummation of the Merger.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), (c) and (e) are hereby amended and restated as follows:

(a) As a result of the consummation of the Merger on December 5, 2018, as of the date hereof, Elliott, Elliott International and EICA no longer beneficially own any Class A Common Shares.

The aggregate percentage of Class A Common Shares reported owned by each person named herein is based upon 0 Class A Common Shares outstanding immediately following the consummation of the Merger.

As of the date hereof, Elliott beneficially owned 0 Class A Common Shares, constituting 0% of the Class A Common Shares outstanding.

As of the date hereof, Elliott International beneficially owned 0 Class A Common Shares, constituting approximately 0% of the Class A Common Shares outstanding. EICA, as the investment manager of Elliott International, may be

deemed to beneficially own the 0 Class A Common Shares beneficially owned by Elliott International, constituting approximately 0% of the Class A Common Shares outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 0 Class A Common Shares, constituting approximately 0% of the Class A Common Shares outstanding.

(c) Except for the transactions described in Item 4 of this Amendment No. 3, no transactions in the Class A Common Shares were effected in the past sixty days by the Reporting Persons.

(e) December 5, 2018.

CUSIP No. G66964118 Schedule 13D/A Page 6 of 6 Pages

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: December 7, 2018

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,

as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President