

# PACIFIC DRILLING S.A.

## FORM 6-K (Report of Foreign Issuer)

Filed 02/06/12 for the Period Ending 02/06/12

Telephone	NONE
CIK	0001517342
Symbol	PACD
SIC Code	1381 - Drilling Oil and Gas Wells
Fiscal Year	12/31

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

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**Form 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: February 6, 2012**

**Commission File Number 021-158577**

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**Pacific Drilling S.A.**  
(Exact name of Registrant as specified in its charter)

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**37, rue d'Anvers  
L- 1130 Luxembourg**  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [ ].

Yes       No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [ ].

Yes       No

Indicate by check mark whether the registrant by furnishing the information contained in this Form, is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes       No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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## **Information Contained in the Form 6-K Report**

Attached as Exhibit 99.1 is a copy of an announcement of Pacific Drilling S.A. (the “Company”) dated February 5, 2012 regarding a proposed Norwegian bond issuance. The following reflects certain unaudited financial information disclosed to potential investors in connection with such proposed bond issuance. All financial information is presented in United States dollars.

As of December 31, 2011, the Company has

- “Total Debt” of \$1,675,000,000;
- “Remaining Capex Liability” required to complete the current new build construction program of \$1,159,000,000; and
- “Total Cash” of \$484,000,000, which includes cash, cash equivalents and restricted cash.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Pacific Drilling S.A.**  
(Registrant)

Dated: February 6, 2012

By /s/ Kinga E. Doris  
Kinga E. Doris  
Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

The following exhibit is filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Announcement dated February 5, 2012



Amy Roddy  
Director, Investor Relations

Pacific Drilling Services, Inc.  
3050 Post Oak Blvd, Suite 1500  
Houston, TX 77056  
office +1.832.255.0502  
Investor@pacificdrilling.com

## News Release

**NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR TO U.S. NEWS WIRE SERVICES OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.**

### **Pacific Drilling S.A. Announces \$300 Million Private Offering of Senior Unsecured Notes due 2015**

LUXEMBOURG (February 5, 2012) — Pacific Drilling S.A. (NYSE: PACD) (NOTC: PDSA) announced today that it intends to offer, subject to market and other conditions, \$300 million in aggregate principal amount of senior unsecured U.S. dollar denominated notes due in 2015 for sale in a private placement in the international bond market to eligible purchasers. The net proceeds from the bonds shall be employed for company growth, working capital and general corporate requirements.

The securities to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and unless so registered, the securities may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Pacific Drilling plans to offer and sell the notes only to non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act and to qualified institutional investors (or *QIBs*) as defined in Rule 144A of the Securities Act.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such states.

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*This press release includes statements regarding this private placement that may constitute forward-looking statements within the meaning of the federal securities laws. These forward-looking statements involve certain risks and uncertainties, including, among others, the Company's business plans may change as circumstances warrant and the private placement of senior unsecured notes may not ultimately be completed because of general market conditions or other factors. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. Factors that can affect future results are discussed in Pacific Drilling's filings with the Securities and Exchange Commission. Pacific Drilling undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.*