

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

PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

**7** SOLE VOTING POWER

0

SHARED

VOTING

POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

0

SOLE

DISPOSITIVE

POWER

**9**

0

SHARED

DISPOSITIVE

POWER

**10**

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

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY **7**

OWNED BY

EACH

REPORTING

PERSON WITH:

**8**

SOLE

VOTING

POWER

0

SHARED

VOTING

POWER

**9**

0

SOLE

DISPOSITIVE

POWER

**10**

0

SHARED

DISPOSITIVE

POWER

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  
**5** SOURCE OF FUNDS

OO  
CHECK BOX

**6** IF DISCLOSURE OF LEGAL

PROCEEDING IS

**7** REQUIRED PURSUANT TO ITEMS

2(d) or 2(e) CITIZENSHIP OR

**8** PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**7** SOLE VOTING POWER

0 SHARED VOTING POWER

**8** SOLE DISPOSITIVE POWER

0 SHARED DISPOSITIVE POWER

**9** SOLE DISPOSITIVE POWER

0 SHARED DISPOSITIVE POWER

**10** SOLE DISPOSITIVE POWER

0 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