

DIAMOND OFFSHORE DRILLING INC  
Form 8-K  
May 01, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): April 29, 2009  
Diamond Offshore Drilling, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**1-13926**

**76-0321760**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**15415 Katy Freeway  
Houston, Texas 77094**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(281) 492-5300**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate line below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

On April 29, 2009, Diamond Offshore Drilling, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein, relating to a public offering of \$500,000,000 aggregate principal amount of the Company s 5.875% Senior Notes due 2019 (the Notes ), pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-157865) the prospectus forming a part of which was supplemented by the Company s prospectus supplement dated April 29, 2009.

The description of the Underwriting Agreement is qualified in its entirety by the terms of the Underwriting Agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information provided in Item 1.01 of this report is incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| Exhibit number | Description   |
|----------------|---|
| 1.1            | Underwriting Agreement, dated as of April 29, 2009, among Goldman, Sachs & Co. and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein, and Diamond Offshore Drilling, Inc. |
| 5.1            | Opinion of Duane Morris LLP   |
| 12.1           | Computation of ratio of earnings to fixed charges   |
| 23.1           | Consent of Duane Morris LLP (included as part of Exhibit 5.1)   |

**SIGNATURES**

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

DIAMOND OFFSHORE DRILLING, INC.

By: */s/ William C. Long*  
William C. Long  
Senior Vice President, General Counsel  
and Secretary

Dated: May 1, 2009