Form **8937**

(December 2017)
Department of the Treasury
Internal Revenue Service

Part Benorting Is

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Form **8937** (12-2017)

Cat. No. 37752P

rait. Reporting iss	uer			
1 Issuer's name		2 Issuer's employer identification number (EIN)		
Transocean Ltd.				
3 Name of contact for addition	onal information 4	Telephone No. of contact		98-0599916 5 Email address of contact
			- The of contact	5 Email address of contact
Lexington May, Investor Rela	ations	832-587-6515		lexington.may@deepwater.com
6 Number and street (or P.O.	elivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
			, , , , , , , , , , , , , , , , , , , ,	only, town, or post office, state, and zir code of contact
Turmstrasse 30				Steinhausen, 6312, Switzerland
8 Date of action		9 Classification and description		Stermadsen, 6312, Switzerland
December 5, 2018		Commo	n stock issued by Transoc	cean I td.
10 CUSIP number 11	Serial number(s)		12 Ticker symbol	13 Account number(s)
			reposit trade pr • trade-trade-trade	31(0)
H8817H100			RIG	
Part II Organizationa	A Action Attach	additional	statements if needed. Se	ee back of form for additional questions.
14 Describe the organization	al action and, if app	licable, the	date of the action or the da	te against which shareholders' ownership is measured for
the action ► SEE AT	TACHMENT			against which shareholders ownership is measured for
	TATO TIME LAT			
				8
-				
Describe the quantitative of share or as a percentage of	effect of the organiz of old basis ►SI	zational acti	on on the basis of the secur	ity in the hands of a U.S. taxpayer as an adjustment per
			2	
Describe the calculation of valuation dates ► <u>SEE</u>	f the change in basis	s and the d	ata that supports the calcula	ation, such as the market values of securities and the

For Paperwork Reduction Act Notice, see the separate Instructions.

Par	t II	Organizational Action (continued)	Page			
		e applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based				
_		Properties and additional point which the tax treatment is based ▶	SEE ATTACHMENT			
_						
18	Can ar	y resulting loss be recognized? ► SEE ATTACHMENT				
0.						
2						
2						
19 F	rovide	any other information necessary to implement the adjustment, such as the reportable tax year ▶SEE A	TACHMENT			
	Unde	penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and it is true correct, and complete. Declaration of property (attention of the period)	to the best of my knowledge and			
Sign	Deliet	to the decrease, and complete, beclaration of preparer (other than officer) is based on all information of which preparer ha	as any knowledge.			
Here Signature > Stephen L. HAYES Print your name > Stephen L. HAYES Title > Sr. Vicefresident -						
	Print	ourname > Stephen L. HAYES	esident Tax			
Paid		Print/Type preparer's name Preparer's signature Date Chec	ck if PTIN			
Prepa Use (Firm's name	employed selver			
		Firm's address ▶ Phor	ne no.			
send Fo	orm 89	37 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, L	JT 84201-0054			

TRANSOCEAN LTD.

EIN: 98-0599916 Attachment to IRS Form 8937

PART II: ORGANIZATIONAL ACTION

*** YOU ARE URGED TO CONSULT YOUR TAX ADVISOR ***

NOTE: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. You are urged to consult your own tax advisor regarding the particular consequences of the Offer to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws.

Item 14. Description of Organizational Action:

On December 5, 2018, Transocean Ltd. ("Transocean"), Transocean Oceanus Holdings Limited, a newly-formed, direct, wholly-owned subsidiary of Transocean ("Holdco"), Transocean Oceanus Limited, a newly-formed, indirect, wholly-owned subsidiary of Transocean ("Merger Sub"), and Ocean Rig UDW Inc. ("ORIG") completed the merger (the "Merger") contemplated by the agreement and plan of merger among Transocean, Holdco, Merger Sub, and ORIG dated September 3, 2018 (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into ORIG, with ORIG being the surviving entity as a direct subsidiary of Holdco and an indirect, wholly-owned subsidiary of Transocean. At the effective time of the Merger, each issued and outstanding share of ORIG immediately prior to such time (other than certain ORIG shares that were canceled as set forth in the Merger Agreement), were canceled and automatically converted into the right to receive 1.6128 newly issued shares of Transocean (the "Consideration Shares") and USD 12.75 in cash.

Item 15. Description of the Quantitative Effect of the Organizational Action:

An ORIG shareholder's initial U.S. tax basis in each full Consideration Share received in the Merger is USD 9.32.

Item 16. Description of the Calculation of the Change in Basis:

The U.S. tax basis in each full Consideration Share received in the Merger is its fair market value. There are several possible methods for determining the fair market value of Transocean shares. One possible approach is to utilize the New York Stock Exchange market closing price on December 5, 2018, for Transocean common stock (USD 9.32 per share, based on the previous day's closing price as the market was closed on December 5, 2018) as an indication of the fair market value. Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining the fair market value of Transocean common stock.

<u>Item 17</u>. List of Applicable Internal Revenue Code Sections:

Sections 1001, 1011, and 1012 of the Code.

Item 18. Recognition of Loss:

Loss may generally be recognized as a result of exchanging ORIG shares pursuant to the Merger.

Item 19. Other Information:

For more information regarding the Offer, please read the Joint Proxy Statement/Prospectus by Transocean Ltd. and Ocean Rig UDW Inc. on Form S-4, dated September 24, 2018 (Registration No. 333-227487), noting especially the discussion on pages 117-123 under "Material U.S. Federal Income Tax Consequences." The Joint Proxy Statement/Prospectus is available at www.sec.gov.