

NOBLE ENERGY INC  
Form 8-K/A  
August 31, 2015

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

FORM 8-K/A  
(Amendment No. 2)

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

Date of Report (Date of earliest event reported): July 20, 2015

NOBLE ENERGY, INC.  
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-07964 Commission File Number	73-0785597 (I.R.S. Employer Identification No.)
1001 Noble Energy Way Houston Texas (Address of principal executive offices)		77070 (Zip Code)

Registrant's telephone number, including area code: (281) 872-3100  
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box 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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Explanatory Note

This Amendment No. 2 on Form 8-K/A (the "Amendment") amends and replaces Item 9.01 part (c) to the Current Report on Form 8-K of Noble Energy, Inc. (the "Company") filed with the Securities and Exchange Commission("Commission") on July 21, 2015 (the "Original Report"), as amended by Amendment No. 1 on Form 8-K/A filed with the Commission on August 7, 2015 ("Amendment No. 1), with Item 9.01 part (d). The Company is filing this Amendment solely to include the consent of PricewaterhouseCoopers LLP, which is filed herewith as Exhibit 23.1. This Amendment does not revise or otherwise update the Original Report or Amendment No. 1 in any way.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

23.1 Consent of PricewaterhouseCoopers LLP.

99.1\* Press Release dated July 20, 2015.

\* Previously furnished with the Original Report

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SIGNATURE

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 thereunto duly authorized.

NOBLE ENERGY, INC.

Date: August 31, 2015

By: /s/ Aaron G. Carlson  
Aaron G. Carlson  
Assistant Secretary

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INDEX TO EXHIBITS

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