

Ocean Rig UDW Inc.
Form 15-12B
December 27, 2018

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

OMB APPROVAL

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FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-35298

OCEAN RIG UDW INC.

(Exact name of registrant as specified in its charter)

Ocean Rig UDW Inc.

Ocean Rig Cayman Management Services SEZC Limited

3rd Floor Flagship Building

Harbour Drive, Grand Cayman, Cayman Islands

+1 345 327 9232

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Shares, par value \$.01 per share

Preferred Shares

Debt Securities

Guarantees

Warrants

Purchase Contracts

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Rights

Units

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |
| Rule 15d-22(b) | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

Common Shares, par value \$.01 per share: One

Preferred Shares: Zero

Debt Securities: Zero

Guarantees: Zero

Warrants: Zero

Purchase Contracts: Zero

Rights: Zero

Units: Zero

Pursuant to the requirements of the Securities Exchange Act of 1934 Transocean Oceanus Limited has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

OCEAN RIG UDW INC.

Date: **December 27, 2018**

By:
Name:

/s/ C. Stephen McFadin
C. Stephen McFadin

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Title:

President

SEC 2069 (08-11)

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