

Seadrill Partners LLC  
Form SC 13D/A  
May 30, 2018

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**Seadrill Partners LLC**  
**(Name of Issuer)**

**Common Units Representing Limited Liability Company Interests**

**(Title of Class of Securities)**

**Y7545W 109**

**(CUSIP Number)**

**Seadrill Limited**

**P.O. Box HM 1593**

**Par-la-Ville Place, 4th Floor**

**14 Par-la-Ville Road**

**Hamilton HM 08 Bermuda**

**(441) 295-6935**

*with a copy to:*

**Matthew R. Pacey, P.C.**

**Kirkland & Ellis LLP**

**609 Main Street**

**Houston, Texas 77002**

**(713) 836-3600**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**May 17, 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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* 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 (the Exchange Act) or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

**Scheduled 13D**

CUSIP No. Y7545W 109

1 Name of Reporting Person

**Seadrill Partners LLC HoldCo Limited**

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Bermuda

Number of 7 Sole Voting Power:

Shares

Beneficially 26,275,750 Common Units\*

8 Shared Voting Power:

Owned by

Each

-0-

Reporting 9 Sole Dispositive Power:

Person

With 26,275,750 Common Units\*

10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by each Reporting Person:

26,275,750 Common Units\*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.9%\*\*

14 Type of Reporting Person

OO

\* Seadrill Partners LLC HoldCo Limited also beneficially owns 16,543,350 subordinated units representing limited liability company interests ( Subordinated Units ) in Seadrill Partners LLC (the Company ), which may be converted into common units representing limited liability company interests ( Common Units ) in the Company on a one-for-one basis (or, in certain circumstances, at a ratio that may be less than one-to-one) at the times set forth in, and subject to the terms and conditions of, the First Amended and Restated Operating Agreement of Seadrill Partners LLC, as amended (the Operating Agreement ). The Reporting Person may also be deemed to beneficially own (i) the Seadrill member interest, which represents a non-economic limited liability company interest in the Company (the Seadrill Member Interest ) and (ii) the incentive distribution rights (the Incentive Distribution Rights ), which represent the right to receive increasing percentages of the cash distributed by the Company in excess of \$0.4456 per Common Unit and Subordinated Unit per quarter, each of which is owned of record by Seadrill Member LLC, an indirect wholly-owned subsidiary of Seadrill Limited.

\*\* Calculation of percentage is based on a total of 75,278,250 common units outstanding as of March 31, 2018.

**Scheduled 13D**

CUSIP No. Y7545W 109

1 Name of Reporting Person

**Seadrill Limited**

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Bermuda

Number of 7 Sole Voting Power:

Shares

Beneficially 26,275,750 Common Units\*

8 Shared Voting Power:

Owned by

Each

-0-

Reporting 9 Sole Dispositive Power:

Person

With 26,275,750 Common Units\*

10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by each Reporting Person:

26,275,750 Common Units\*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.9%\*\*

14 Type of Reporting Person

OO

\* Seadrill Limited is the sole shareholder of Seadrill Partners LLC HoldCo Limited and may also be deemed to beneficially own 16,543,350 Subordinated Units, which may be converted into Common Units on a one-for-one basis (or, in certain circumstances, at a ratio that may be less than one-to-one) at the times set forth in, and subject to the terms and conditions of, the Operating Agreement. The Reporting Person is also the indirect beneficial owner of the Seadrill Member Interest and the Incentive Distribution Rights.

\*\* Calculation of percentage is based on a total of 75,278,250 common units outstanding as of March 31, 2018.

**Scheduled 13D**

CUSIP No. Y7545W 109

1 Name of Reporting Person

**Hemen Holding Limited**

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of Funds

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cyprus

Number of 7 Sole Voting Power:

Shares

Beneficially 0

8 Shared Voting Power:

Owned by

Each

Reporting 9 26,275,750 Common Units\*  
Sole Dispositive Power:

Person

With 0

10 Shared Dispositive Power:



26,275,750 Common Units\*

11 Aggregate Amount Beneficially Owned by each Reporting Person:

26,275,750 Common Units\*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.9%\*\*

14 Type of Reporting Person

OO

\* Hemen Holding Limited is the principal shareholder of Seadrill Limited, and is indirectly controlled by trusts established by John Fredriksen, Chairman of the Board of Directors of Seadrill Limited, for the benefit of his immediate family (the Trusts ), and may also be deemed to beneficially own 16,543,350 Subordinated Units, which may be converted into Common Units on a one-for-one basis (or, in certain circumstances, at a ratio that may be less than one-to-one) at the times set forth in, and subject to the terms and conditions of, the Operating Agreement. The Reporting Person may also be deemed to beneficially own the Seadrill Member Interest and the Incentive Distribution Rights.

\*\* Calculation of percentage is based on a total of 75,278,250 common units outstanding as of March 31, 2018.

**Scheduled 13D**

CUSIP No. Y7545W 109

1 Name of Reporting Person

**Greenwich Holdings Limited**

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of Funds

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cyprus

Number of 7 Sole Voting Power:

Shares

Beneficially 0

8 Shared Voting Power:

Owned by

Each

Reporting 9 26,275,750 Common Units\*  
Sole Dispositive Power:

Person

With 0

10 Shared Dispositive Power:

26,275,750 Common Units\*

11 Aggregate Amount Beneficially Owned by each Reporting Person:

26,275,750 Common Units\*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.9%\*\*

14 Type of Reporting Person

OO

\* Greenwich Holdings Limited, which is indirectly controlled by the Trusts, may also be deemed to beneficially own 16,543,350 Subordinated Units, which may be converted into Common Units on a one-for-one basis (or, in certain circumstances, at a ratio that may be less than one-to-one) at the times set forth in, and subject to the terms and conditions of, the Operating Agreement. The Reporting Person may also be deemed to beneficially own the Seadrill Member Interest and the Incentive Distribution Rights.

\*\* Calculation of percentage is based on a total of 75,278,250 common units outstanding as of March 31, 2018.

**Scheduled 13D**

CUSIP No. Y7545W 109

1 Name of Reporting Person

**C.K. Limited**

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of Funds

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Jersey

Number of 7 Sole Voting Power:

Shares

Beneficially 0

8 Shared Voting Power:

Owned by

Each

Reporting 9 26,275,750 Common Units\*  
Sole Dispositive Power:

Person

With 0

10 Shared Dispositive Power:

26,275,750 Common Units\*

11 Aggregate Amount Beneficially Owned by each Reporting Person:

26,275,750 Common Units\*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.9%\*\*

14 Type of Reporting Person

OO

\* C.K. Limited, which is the trustee of the Trusts, may also be deemed to beneficially own 16,543,350 Subordinated Units, which may be converted into Common Units on a one-for-one basis (or, in certain circumstances, at a ratio that may be less than one-to-one) at the times set forth in, and subject to the terms and conditions of, the Operating Agreement. The Reporting Person may also be deemed to beneficially own the Seadrill Member Interest and the Incentive Distribution Rights.

\*\* Calculation of percentage is based on a total of 75,278,250 common units outstanding as of March 31, 2018.

**Scheduled 13D**

CUSIP No. Y7545W 109

1 Name of Reporting Person

**John Fredriksen**

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of Funds

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cyprus

Number of 7 Sole Voting Power:

Shares

Beneficially 0

8 Shared Voting Power:

Owned by

Each

Reporting 9 26,275,750 Common Units\*  
Sole Dispositive Power:

Person

With 0

10 Shared Dispositive Power:

26,275,750 Common Units\*

11 Aggregate Amount Beneficially Owned by each Reporting Person:

26,275,750 Common Units\*

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.9%\*\*

14 Type of Reporting Person

IN

\* Mr. Fredriksen may be deemed to beneficially own 26,275,750 Common Units through his indirect influence over Hemen Holding Limited and Greenwich Holdings Limited. The Trusts are the sole shareholders of Greenwich Holdings Limited and the indirect owners of Hemen Holding Limited. Mr. Fredriksen disclaims beneficial ownership of the 26,275,750 Common Units that may be deemed to be beneficially owned by Hemen Holding Limited and Greenwich Holdings Limited except to the extent of his voting and dispositive interests in such Common Units. Mr. Fredriksen has no pecuniary interest in the 26,275,750 Common Units that may be deemed to be beneficially owned by Hemen Holding Limited and Greenwich Holdings Limited. Mr. Fredriksen may also be deemed to beneficially own 16,543,350 Subordinated Units, which may be converted into Common Units on a one-for-one basis (or, in certain circumstances, at a ratio that may be less than one-to-one) at the times set forth in, and subject to the terms and conditions of, the Operating Agreement. Mr. Fredriksen disclaims beneficial ownership of the 16,543,350 Subordinated Units that may be deemed to be beneficially owned by Hemen Holding Limited and Greenwich Holdings Limited except to the extent of his voting and dispositive interests in such Subordinated Units and the Common Units in which the Subordinated Units convert. The Reporting Person may also be deemed to beneficially own the Seadrill Member Interest and the Incentive Distribution Rights.

\*\* Calculation of percentage is based on a total of 75,278,250 common units outstanding as of March 31, 2018.

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**SCHEDULE 13D**

The reporting persons named in Item 2 below are hereby jointly filing this Schedule 13D (this Statement) because, due to certain affiliations and relationships among the reporting persons, such reporting persons may be deemed to beneficially own some or all of the same securities directly or indirectly acquired from the Company (defined below) by one or more of the reporting persons. In accordance with Rule 13d-1(k)(1)(iii) promulgated pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), the reporting persons named in Item 2 below have executed a written agreement relating to the joint filing of this Schedule 13D (the Joint Filing Agreement), a copy of which is annexed hereto as Exhibit A.

**Item 1. Security and Issuer.**

This Statement is being filed with respect to the common units representing limited liability company interests (each, a Common Unit) of Seadrill Partners LLC (the Company). The address of the principal executive offices of the Company is:

Building 11, 2nd Floor

Chiswick Business Park

566 Chiswick High Road, London, W4 5YS

United Kingdom

**Item 2. Identity and Background.**

This Statement is being filed on behalf of: (i) Seadrill Partners LLC HoldCo Limited, a Bermuda company (Seadrill Partners HoldCo); (ii) Seadrill Limited, a Bermuda company (Seadrill Limited); (iii) Hemen Holding Limited, a Cyprus holding company (Hemen); (iv) Greenwich Holdings Limited, a Cyprus holding company (Greenwich); (v) C.K. Limited, a Jersey company (C.K. Limited); and (vi) John Fredriksen, a citizen of Cyprus (collectively, the Reporting Persons).

The total Common Units reported as beneficially owned by each of Seadrill Limited, Hemen, Greenwich, C.K. Limited and Mr. Fredriksen include the Common Units reported as beneficially owned by Seadrill Partners HoldCo. Seadrill Limited is the sole shareholder of Seadrill Partners HoldCo. As of March 31, 2018, Hemen and other related companies beneficially owned 119,097,583 common shares of Seadrill Limited, representing approximately 23.6% of the common shares of Seadrill Limited outstanding. In addition, as of March 31, 2018, Hemen is party to a separate total return swap agreements relating to 3,900,000 of Seadrill Limited's common shares. Greenwich is the sole shareholder of Hemen. As such, Hemen and Greenwich may be deemed to share beneficial ownership of the Common Units beneficially owned by Seadrill Partners HoldCo, but disclaim such beneficial ownership to the extent such beneficial ownership exceeds their pecuniary interest. Mr. John Fredriksen, Chairman of the Board of Directors of Seadrill Limited, may be deemed indirectly to have influence over Hemen and Greenwich the shares of which are controlled by the Trusts established by Mr. Fredriksen for the benefit of his immediate family. C.K. Limited is the trustee of the Trusts. The beneficiaries of the Trusts are certain members of Mr. Fredriksen's family.

(a., b., c. and f.) (i) The address of the principal business and principal office of Seadrill Partners HoldCo is Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, HM 08, Bermuda.



<b>Name</b>	<b>Position</b>	<b>Principal Address/Other Positions/Citizenship</b>
Kate Blankenship	Director	Ms. Blankenship's principal business address is c/o Frontline Ltd., 4th Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda. Ms. Blankenship also serves as a director of Seadrill Limited, the Company, Archer Limited, Avance Gas Holding Ltd., Frontline Ltd., Golden Ocean Group Limited, Independent Tankers Corporation Limited, North Atlantic Drilling Ltd. and Ship Finance International Limited. Ms. Blankenship is a citizen of the United Kingdom.

Georgina Sousa	Director	Ms. Sousa's principal business address is 4th Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda. Ms. Sousa also serves as a director and the Company Secretary for Seadrill Limited; a director and Head of Corporate Administration for Frontline Ltd.; and is the secretary of the Company, North Atlantic Drilling Ltd., Ship Finance International Limited and Archer Limited. Ms. Sousa is a citizen of the United Kingdom.
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Claire Burnard	Director	Ms. Burnard's principal business address is 4th Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda. Ms. Burnard also serves as a Senior Corporate Administrator and Assistant Secretary for Frontline Ltd. Ms. Burnard is a citizen of the British Overseas Territories.
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(ii) The address of the principal business and principal office of Seadrill Limited is Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, HM 08, Bermuda. Seadrill Limited is an offshore drilling contractor providing worldwide offshore drilling services to the oil and gas industry. Its primary business is the ownership and operation of jack-up rigs, tender rigs, semi-submersible rigs and drillships for operations in shallow, mid and deepwater areas, and in benign and harsh environments.

<b>Name</b>	<b>Position</b>	<b>Principal Address/Other Positions/Citizenship</b>
John Fredriksen	President, Director and Chairman of the Board	Mr. Fredriksen's principal business address is c/o Seatankers Consultancy Services (UK) Limited, 15 Sloane Square, London SW1W 8ER, United Kingdom. Mr. Fredriksen is also Chairman, President and a director of Frontline Ltd., a Bermuda company listed on the New York Stock Exchange and the Oslo Stock Exchange; and a director of Golden Ocean Group Limited, a Bermuda company publicly listed on the Nasdaq Stock Market and Oslo Stock Exchange. Mr. Fredriksen is a citizen of Cyprus.
Kate Blankenship	Director and Audit Committee Member	Ms. Blankenship's principal business address is c/o Frontline Ltd., 4th Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda. Ms. Blankenship also serves as a director of Archer Limited, Avance Gas Holding Ltd., Frontline Ltd., Golden Ocean Group Limited, Independent Tankers Corporation Limited, North Atlantic Drilling Ltd. and Ship Finance International Limited. Ms. Blankenship is a citizen of the United Kingdom.
Paul Leand, Jr.	Director	Mr. Leand's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Leand also serves as the Chief Executive Officer and a director of AMA Capital Partners LLC, Eagle Bulk Shipping Inc., North Atlantic Drilling Ltd., Golar Partners, Eagle Bulk Shipping Inc and Ship Finance International Limited. Mr. Leand is a citizen of the United States of America.



Hans Petter Aas	Director	Mr. Aas's principal business address is c/o Ship Finance Management A/S, Bryggegata 3, 0250 Oslo, Norway. Mr Aas also serves as a director and chairman of Ship Finance International Limited and as a director of Deep Sea Supply Plc., Gearbulk Holding Limited, Golden Ocean Group Limited, Knutsen NYK Offshore Partners LP and Solvang ASA. Mr. Aas is a citizen of Norway.
Michael Grant	Director	Mr. Grant's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Grant is a citizen of the United Kingdom.
David Weinstein	Director	Mr. Weinstein's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Weinstein also serves as the Chairman of the Restructuring Committee for Seadrill Limited, Chairman of The Oneida Group and a director of Stone Energy Corporation, TORM plc. and TRU Taj Finance Inc. Mr. Weinstein is a citizen of the United States of America.
Per Wulff	Director	Mr. Wulff's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Wulff is a Danish citizen.
Harald Thorstein	Director	Mr. Thorstein's principal business address is c/o Seatankers Consultancy Services (UK) Limited, 15 Sloane Square, London SW1W 8ER, United Kingdom. Mr. Thorstein serves as a director of Axactor AB, Ship Finance International Limited and Solstad Farstad ASA. Mr. Thorstein is a citizen of Norway.
Georgina Sousa	Director and Company Secretary	Ms. Sousa's principal business address is 4th Floor, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda. Ms. Sousa also serves as a director and the Head of Corporate Administration for Frontline Ltd. and is the secretary of the Company, North Atlantic Drilling Ltd., Ship Finance International Limited and Archer Limited. Ms. Sousa is a citizen of the United Kingdom.
Anton Dibowitz	Chief Executive Officer, Seadrill Management Ltd.	Mr. Dibowitz's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Dibowitz is a citizen of the United States.
Mark Morris	Chief Financial Officer and Senior Vice President, Seadrill Management Ltd.	Mr. Morris's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Morris is a citizen of the United Kingdom.



Leif Nelson	Chief Operating Officer and Senior Vice President, Seadrill Management Ltd.	Mr. Nelson's principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Nelson is a citizen of the United States.
Chris Edwards	General Counsel and Senior Vice President, Seadrill Management Ltd.	Mr. Edwards' principal business address is c/o Seadrill Management Ltd., Building 11, 2nd Floor, Chiswick Business Park, 566 Chiswick High Road, London, W4 5YS, United Kingdom. Mr. Edwards is a citizen of the United Kingdom.

(iii) The address of Hemen's principal place of business is P.O. Box 53562, CY3399 Limassol, Cyprus. The principal business of Hemen is acting as an investment holding company. The name, citizenship, present principal occupation and the name, principal business and address of any corporation or other organization in which such employment is conducted of Hemen's director is set forth below. Hemen does not have any executive officers.

<b>Name</b>	<b>Position</b>	<b>Principal Address/Other Positions/Citizenship</b>
Spyros Episkopou	Director	Mr. Episkopou's principal business address is Deana Beach Apartments, Block 1, 4th Floor, Promachon Eleftherias Street, Ayios Athanasios, CY 4103 Limassol, Cyprus. Mr. Episkopou is a citizen of Cyprus.
Kyriacos Kazamias	Director	Mr. Kazamias' principal business address is Georgiou Drosini 6, Potamos Germasogeias, CY4043 Limassol, Cyprus. Mr. Kazamias is a citizen of Cyprus.
Eirini Santhi Theocharous	Director	Ms. Theocharous' principal business address is Deana Beach Apartments, Block 1, 4th Floor, Promachon Eleftherias Street, Ayios Athanasios, CY 4103 Limassol, Cyprus. Ms. Theocharous is a citizen of Cyprus.

(iv) The address of Greenwich's principal place of business is P.O. Box 53562, CY3399 Limassol, Cyprus. The principal business of Greenwich is acting as an investment holding company. The name, citizenship, present principal occupation and the name, principal business and address of any corporation or other organization in which such employment is conducted of Greenwich's director is set forth below. Greenwich does not have any executive officers.

<b>Name</b>	<b>Position</b>	<b>Principal Address/Other Positions/Citizenship</b>
Christophis Koufaris	Director	Mr. Koufaris' principal business address is Iris House 840A, 8 John Kennedy Street, P.O. Box 53510, 3303 Limassol, Cyprus. Mr. Koufaris is a citizen of Cyprus.
Spyros Episkopou	Director	Mr. Episkopou's principal business address is Deana Beach Apartments, Block 1, 4th Floor, Promachon Eleftherias Street, Ayios Athanasios, CY 4103 Limassol, Cyprus. Mr. Episkopou is a citizen of Cyprus.
Kyriacos Kazamias	Director	Mr. Kazamias' principal business address is Georgiou Drosini 6, Potamos Germasogeias, CY4043 Limassol, Cyprus. Mr. Kazamias is a citizen of Cyprus.
Eirini Santhi Theocharous	Director	Ms. Theocharous' principal business address is Deana Beach Apartments, Block 1, 4th Floor, Promachon Eleftherias Street,

Ayios Athanasios, CY 4103 Limassol, Cyprus.  
Ms. Theocharous is a citizen of Cyprus.

(v) The address of C.K. Limited's principal place of business is 13 Castle Street, St Helier, Jersey JE4 5UT. The principal business of C.K. Limited is acting as trustee of the Trust. The name, citizenship, present principal occupation and the name, principal business and address of any corporation or other organization in which such employment is conducted of each director is set forth below. C.K. Limited does not have any executive officers.

<b>Name</b>	<b>Position</b>	<b>Principal Address/Other Positions/Citizenship</b>
Spyros Episkopou	Director	Mr. Episkopou's principal business address is Deana Beach Apartments, Block 1, 4th Floor, Promachon Eleftherias Street, Ayios Athanasios, CY 4103 Limassol, Cyprus. Mr. Episkopou is a citizen of Cyprus.
Philip James Jackman Le Vesconte	Director	Mr. Le Vesconte's principal business address is 13 Castle Street, St. Helier, Jersey JE4 5UT. Mr. Le Vesconte is a citizen of Jersey.
Charles Guy Malet de Carteret	Director	Mr. Carteret's principal business address is 13 Castle Street, St Helier, Jersey JE4 5UT. Mr. Carteret is a citizen of Jersey.

(vi) The address of Mr. Fredriksen's principal place of business is Seatankers Consultancy Services (UK) Limited, 15 Sloane Square, London SW1W 8ER, United Kingdom. Mr. Fredriksen is a citizen of Cyprus.

(d. and e.) To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2, has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 3. Sources and Amount of Funds or Other Consideration**

Item 3 of this Statement is hereby supplemented by the following:

On September 12, 2017, Seadrill Limited and certain of its affiliates commenced prearranged reorganization proceedings under chapter 11 of title 11 of the United States Code in the Southern District of Texas (the Chapter 11 Cases). In connection with the reorganization contemplated by the Chapter 11 Cases, Seadrill Limited contributed 26,275,750 Common Units and 16,543,350 Subordinated Units to Seadrill Partners HoldCo.

### **Item 4. Purpose of Transaction**

The information contained in Item 3 above is incorporated herein by reference.

Seadrill Partners HoldCo acquired the Common Units and the Subordinated Units that it owned as of the date of this Schedule 13D for investment purposes and as part of the reorganization contemplated by the Chapter 11 Cases. The Reporting Persons at any time and from time to time may acquire additional Common Units or dispose of any or all of Common Units they own depending upon an ongoing evaluation of the investment in the Common Units, prevailing market conditions, other investment opportunities, other investment considerations and/or other factors.



The Reporting Persons have no plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j) inclusive of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

**Item 5. Interest in Securities of the Issuer.**

(a) (b) The aggregate number and percentage of shares of Common Units beneficially owned by the Reporting Persons (based on a total of 75,278,250 common units outstanding as of March 31, 2018) are as follows:

**Seadrill Partners HoldCo**

	<b>Percentage:</b>
a) Amount beneficially owned: 26,275,750	<b>34.9%</b>
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote: 26,275,750	
ii. Shared power to vote or to direct the vote: -0-	
iii. Sole power to dispose or to direct the disposition of: 26,275,750	
iv. Shared power to dispose or to direct the disposition of: -0-	

**Seadrill Limited**

	<b>Percentage:</b>
a) Amount beneficially owned: 26,275,750	<b>34.9%</b>
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote: 26,275,750	
ii. Shared power to vote or to direct the vote: -0-	
iii. Sole power to dispose or to direct the disposition of: 26,275,750	
iv. Shared power to dispose or to direct the disposition of: -0-	

**Hemen**

	<b>Percentage:</b>
a) Amount beneficially owned: 26,275,750	<b>34.9%</b>

- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote: -0-
  
  - ii. Shared power to vote or to direct the vote: 26,275,750
  
  - iii. Sole power to dispose or to direct the disposition of: -0-
  
  - iv. Shared power to dispose or to direct the disposition of: 26,275,750

**Greenwich**

- a) Amount beneficially owned: 26,275,750
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote: -0-
  
  - ii. Shared power to vote or to direct the vote: 26,275,750

**Percentage:  
34.9%**

iii. Sole power to dispose or to direct the disposition of: -0-

iv. Shared power to dispose or to direct the disposition of: 26,275,750

**C.K. Limited**

**Percentage:  
34.9%**

a) Amount beneficially owned: 26,275,750

b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: -0-

ii. Shared power to vote or to direct the vote: 26,275,750

iii. Sole power to dispose or to direct the disposition of: -0-

iv. Shared power to dispose or to direct the disposition of: 26,275,750

**John Fredriksen**

a) Amount beneficially owned: 26,275,750

b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: -0-

ii. Shared power to vote or to direct the vote: 26,275,750

iii. Sole power to dispose or to direct the disposition of: -0-

iv. Shared power to dispose or to direct the disposition of: 26,275,750

(c.) To the best knowledge of the Reporting Persons, no transactions were affected by the persons enumerated in Item 2 during the past 60 days other than the transactions described herein.

(d.) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the Common Units beneficially owned by the Reporting Persons.

(e.) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Statement is amended and supplemented by incorporating herein the disclosure contained in Items 3 and 4 of this Amendment No. 5.

**Item 7. Material to be Filed as Exhibits.**

Exhibit A	Joint Filing Agreement
Exhibit B	First Amended and Restated Operating Agreement of Seadrill Partners LLC, dated as of October 24, 2012 *
Exhibit B(1)	Amendment No. 1 to the First Amended and Restated Operating Agreement of Seadrill Partners LLC, dated February 23, 2014 **
Exhibit C	Purchase and Sale Agreement, dated October 11, 2013, among Seadrill Limited and Seadrill Partners LLC and Seadrill Partners Operating LLC *

- Exhibit D Unit Purchase Agreement, dated December 3, 2013, between Seadrill Limited and Seadrill Partners LLC \*
- Exhibit E Second Unit Purchase Agreement, dated March 12, 2014, between Seadrill Limited and Seadrill Partners LLC \*
- Exhibit F Third Unit Purchase Agreement, dated June 18, 2014, between Seadrill Limited and Seadrill Partners LLC \*

\* Previously filed

\*\* Incorporated by reference from Exhibit 1.2.1 of the Company's Annual Report on Form 20-F for the year ended December 31, 2014, filed on April 21, 2015

**SIGNATURES**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

May 30, 2018

**SEADRILL PARTNERS LLC HOLDCO LIMITED**

By: /s/ Georgina Sousa  
Name: Georgina Sousa  
Title: Director

**SEADRILL LIMITED**

By: /s/ Anton Dibowitz  
Name: Anton Dibowitz  
Title: Chief Executive Officer, Seadrill Management Ltd.  
(Principle Executive Officer of Seadrill Limited)

**HEMEN HOLDING LIMITED**

By: /s/ Spyros Episkopou  
Name: Spyros Episkopou  
Title: Director

**GREENWICH HOLDINGS LIMITED**

By: /s/ Spyros Episkopou  
Name: Spyros Episkopou  
Title: Director

**C.K. LIMITED**

By: /s/ Spyros Episkopou  
Name: Spyros Episkopou  
Title: Director

**JOHN FREDRIKSEN**

By: /s/ John Fredriksen  
Name: John Fredriksen

**JOINT FILING AGREEMENT**

The undersigned, being duly authorized thereunto, hereby executes this agreement as an exhibit to this Amendment No. 5 to Schedule 13D with respect to the securities of Seadrill Partners LLC to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, as amended, to file this Amendment No. 5 Schedule 13D jointly on behalf of each such party.

May 30, 2018

**SEADRILL PARTNERS LLC HOLDCO LIMITED**

By: /s/ Georgina Sousa

Name: Georgina Sousa

Title: Director

**SEADRILL LIMITED**

By: /s/ Anton Dibowitz

Name: Anton Dibowitz

Title: Chief Executive Officer, Seadrill Management Ltd.  
(Principle Executive Officer of Seadrill Limited)

**HEMEN HOLDING LIMITED**

By: /s/ Spyros Episkopou

Name: Spyros Episkopou

Title: Director

**GREENWICH HOLDINGS LIMITED**

By: /s/ Spyros Episkopou

Name: Spyros Episkopou

Title: Director

**C.K. LIMITED**

By: /s/ Spyros Episkopou

Name: Spyros Episkopou

Title: Director

**JOHN FREDRIKSEN**

By: /s/ John Fredriksen

Name: John Fredriksen



