

ATWOOD OCEANICS INC
Form 10-Q
August 01, 2014

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

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
FOR QUARTERLY PERIOD ENDED June 30, 2014
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
COMMISSION FILE NUMBER 1-13167

ATWOOD OCEANICS, INC.
(Exact name of registrant as specified in its charter)

TEXAS 74-1611874
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

15011 Katy Freeway, Suite 800 77094
Houston, Texas (Zip Code)
(Address of principal executive offices)
281-749-7800
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filings requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of July 31, 2014:
64,343,000 shares of common stock, \$1.00 par value

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 FORM 10-Q
 For the Quarter Ended June 30, 2014
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PART I. FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS

Atwood Oceanics, Inc. and Subsidiaries

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)	Three Months Ended June 30,		Nine Months Ended June 30,	
	2014	2013	2014	2013
REVENUES:				
Contract drilling	\$264,925	\$261,489	\$798,544	\$738,604
Revenues related to reimbursable expenses	27,852	11,199	52,036	32,338
Total revenues	\$292,777	\$272,688	\$850,580	\$770,942
COSTS AND EXPENSES:				
Contract drilling	128,586	109,502	388,715	314,001
Reimbursable expenses	23,493	8,461	41,095	23,351
Depreciation	37,601	30,352	107,376	86,412
General and administrative	12,844	13,663	47,688	44,152
(Gain)/loss on sale of equipment	7	—	(34,072) —
Other, net	(212	) (55	) (1,815	) (68
	202,319	161,923	548,987	467,848
OPERATING INCOME	\$90,458	\$110,765	\$301,593	\$303,094
OTHER INCOME (EXPENSE):				
Interest expense, net of capitalized interest	(11,219	) (5,692	) (30,932	) (16,647
Interest income	126	57	247	202
	(11,093	) (5,635	) (30,685	) (16,445
INCOME BEFORE INCOME TAXES	79,365	105,130	270,908	286,649
PROVISION FOR INCOME TAXES	7,440	15,149	42,286	38,318
NET INCOME	\$71,925	\$89,981	\$228,622	\$248,331
EARNINGS PER COMMON SHARE (NOTE 2):				
Basic	\$1.12	\$1.38	\$3.56	\$3.79
Diluted	\$1.11	\$1.37	\$3.52	\$3.75
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING (NOTE 2):				
Basic	64,309	65,062	64,204	65,441
Diluted	65,060	65,858	65,023	66,180

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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Atwood Oceanics, Inc. and Subsidiaries

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)	Three Months Ended June 30,		Nine Months Ended June 30,	
	2014	2013	2014	2013
Net income	\$71,925	\$89,981	\$228,622	\$248,331
Other comprehensive gains (losses), net of tax:				
Derivative financial instruments:				
Unrealized holding gain (loss)	96	51	(1,228	) 3
Loss reclassified to net income	363	441	1,284	1,316
Total other comprehensive gain, net of tax	459	492	56	1,319
Comprehensive income	\$72,384	\$90,473	\$228,678	\$249,650

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Atwood Oceanics, Inc. and Subsidiaries

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)	June 30, 2014	September 30, 2013
ASSETS		
Cash and cash equivalents	\$119,161	\$88,770
Accounts receivable	204,079	199,689
Income tax receivable	6,097	4,672
Inventories of materials and supplies	123,184	121,833
Prepaid expenses and deferred costs	16,136	38,796
Total current assets	468,657	453,760
Property and equipment, net	3,586,049	3,164,724
Other receivables	11,831	11,831
Deferred costs and other assets	31,572	26,951
Deferred income taxes	518	—
Total assets	\$4,098,627	\$3,657,266
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable	\$70,312	\$95,827
Accrued liabilities	21,977	17,653
Notes payable	—	8,071
Interest payable	18,564	7,945
Income tax payable	22,586	16,554
Deferred credits	4,300	10,822
Total current liabilities	137,739	156,872
Long-term debt	1,467,406	1,263,232
Deferred income taxes	354	485
Deferred credits	4,588	1,176
Other	38,099	28,130
Total long-term liabilities	1,510,447	1,293,023
Commitments and contingencies (Note 11)		
Preferred stock, no par value, 1,000 shares authorized, none outstanding	—	—
Common stock, \$1.00 par value, 180,000 shares authorized with 64,338 issued and outstanding at June 30, 2014 and 90,000 shares authorized with 64,057 issued and outstanding at September 30, 2013	64,338	64,057
Paid-in capital	197,501	183,390
Retained earnings	2,190,027	1,961,405
Accumulated other comprehensive loss	(1,425	) (1,481
Total shareholders' equity	2,450,441	2,207,371
Total liabilities and shareholders' equity	\$4,098,627	\$3,657,266

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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Atwood Oceanics, Inc. and Subsidiaries
 UNAUDITED CONDENSED CONSOLIDATED
 STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands)	Common Stock		Paid-in	Retained	Accumulated	Total
	Shares	Amount	Capital	Earnings	Other Comprehensive Loss	Stockholders' Equity
September 30, 2013	64,057	\$64,057	\$183,390	\$1,961,405	\$(1,481)	\$2,207,371
Net income	—	—	—	228,622	—	228,622
Other comprehensive loss	—	—	—	—	56	56
Restricted stock awards	161	161	(161)	—	—	—
Exercise of employee stock options	120	120	3,348	—	—	3,468
Stock option and restricted stock award compensation expense	—	—	10,924	—	—	10,924
June 30, 2014	64,338	\$64,338	\$197,501	\$2,190,027	\$(1,425)	\$2,450,441

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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UNAUDITED CONDENSED CONSOLIDATED
STATEMENTS OF CASH FLOWS

(In thousands)	Nine Months Ended June 30,	
	2014	2013
Cash flows from operating activities:		
Net income	\$228,622	\$248,331
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	107,376	86,412
Amortization of debt issuance costs and bond premium, net	3,389	3,083
Amortization of deferred items	2,487	1,227
Provision for doubtful accounts	679	3,510
Provision for inventory obsolescence	1,226	1,530
Deferred income tax benefit	(649	) (605
Share-based compensation expense	10,924	10,418
Gain on sale of assets	(34,072) —
Other, net	1,990	(67
Changes in assets and liabilities:		
Accounts receivable	(5,069	) (18,297
Income tax receivable	(1,425	) (1,391
Inventory	(8,816	) (22,065
Prepaid expenses	14,100	12,788
Deferred costs and other assets	(10,512	) (9,519
Accounts payable	(11,303	) (10,970
Accrued liabilities	15,127	(6,745
Bond premium	—	8,500
Income tax payable	6,032	6,311
Deferred credits and other liabilities	21,141	9,989
Net cash provided by operating activities	341,247	322,440
Cash flows from investing activities:		
Capital expenditures	(564,119	) (569,696
Proceeds from sale of assets	59,516	129
Net cash used in investing activities	(504,603	) (569,567
Cash flows from financing activities:		
Proceeds from issuance of bonds	—	200,000
Proceeds from bank credit facilities	370,000	400,000
Principal payments on bank credit facilities	(165,000	) (100,000
Principal payments on notes payable	(8,071	) (5,148
Repurchase and retirement of common shares	—	(107,260
Proceeds from exercise of stock options	3,468	6,451
Debt issuance costs paid	(6,650	) (2,910
Net cash provided by financing activities	193,747	391,133
Net increase in cash and cash equivalents	\$30,391	\$144,006
Cash and cash equivalents, at beginning of period	\$88,770	\$77,871
Cash and cash equivalents, at end of period	\$119,161	\$221,877
Non-cash activities:		

Changes in accounts payable and accrued liabilities related to capital expenditures \$(13,573) \$(15,011)
The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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Atwood Oceanics, Inc. and Subsidiaries

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—UNAUDITED INTERIM INFORMATION

The unaudited interim condensed consolidated financial statements of Atwood Oceanics, Inc. and its subsidiaries as of June 30, 2014, and for the three and nine months ended June 30, 2014 and 2013, included herein, have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. Unless otherwise indicated, references to “we”, “us”, “our” and the “Company” refer collectively to Atwood Oceanics, Inc. and subsidiaries. The year-end condensed consolidated balance sheet data was derived from the audited financial statements as of September 30, 2013. Although these financial statements and related information have been prepared without audit, and certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted, we believe that the note disclosures are adequate to make the information not misleading. The interim financial results may not be indicative of results that could be expected for a full fiscal year. It is suggested that these unaudited condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended September 30, 2013. In our opinion, the unaudited interim financial statements reflect all adjustments considered necessary for a fair statement of our financial position, results of operations and cash flows for the periods presented.

NOTE 2—EARNINGS PER COMMON SHARE

The computation of basic and diluted earnings per share for the three and nine months ended June 30, 2014 and 2013 is as follows:

(In thousands, except per share amounts)	Three Months Ended			Nine Months Ended		
	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount
June 30, 2014						
Basic earnings per share	\$71,925	64,309	\$1.12	\$228,622	64,204	\$3.56
Effect of dilutive securities:						
Stock options	—	216	\$—	—	250	\$(0.01)
Restricted stock	—	535	\$(0.01)	—	569	\$(0.03)
Diluted earnings per share	\$71,925	65,060	\$1.11	\$228,622	65,023	\$3.52
June 30, 2013						
Basic earnings per share	\$89,981	65,062	\$1.38	\$248,331	65,441	\$3.79
Effect of dilutive securities:						
Stock options	—	304	\$—	—	367	\$(0.02)
Restricted stock	—	492	\$(0.01)	—	372	\$(0.02)
Diluted earnings per share	\$89,981	65,858	\$1.37	\$248,331	66,180	\$3.75

For the purpose of calculating diluted earnings per share for each of the three and nine months ended June 30, 2014, no anti-dilutive stock options were outstanding. For each of the three and nine months ended June 30, 2013, the calculation excludes shares of common stock related to approximately 283,000 outstanding anti-dilutive stock options.

NOTE 3—SHARE-BASED COMPENSATION

Share-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the requisite service period, which is generally the vesting period of the equity award. As of June 30, 2014, unrecognized compensation cost, net of estimated forfeitures, related to stock options and restricted stock awards was approximately \$1.7 million and \$18.8 million, respectively, which we expect to recognize over a weighted average period of approximately 1.9 years.

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Stock Options

Under our stock incentive plans, the exercise price of each stock option must be equal to or greater than the fair market value of one share of our common stock on the date of grant, with all outstanding options having a maximum term of 10 years. Options vest ratably over a period ranging from the end of the first to the fourth year from the date of grant for stock options. Each option is for the purchase of one share of our common stock.

A summary of stock option activity during the nine months ended June 30, 2014 is as follows:

	Number of Options (000s)	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Contractual Life (Years)	Aggregate Intrinsic Value (000s)
Outstanding at October 1, 2013	989	\$33.21	5.9	\$21,592
Granted	—	\$—		
Exercised	(120)	\$29.39		\$2,564
Forfeited	(30)	\$40.24		
Outstanding at June 30, 2014	839	\$33.53	5.2	\$15,803
Exercisable at June 30, 2014	666	\$31.79	4.8	\$13,787

Restricted Stock Units

We have awarded restricted stock units to certain employees and to our non-employee directors. All current awards of restricted stock units to employees are subject to a vesting and restriction period ranging from three to four years, subject to acceleration upon certain events as set forth in the terms of the grant. In addition, certain awards of restricted stock units to employees are subject to market-based performance conditions. The number of shares that vest based on market-based performance conditions will depend on the degree of achievement of specified corporate performance criteria which are strictly market-based. All awards of restricted stock units to non-employee directors are subject to a vesting and restriction period of a minimum of 13 months, subject to acceleration upon certain events as set forth in the terms of the grant. We value restricted stock awards based on the fair market value of our common stock on the date of grant and also adjust to fair market value for any awards subject to market-based performance conditions, where applicable.

A summary of restricted stock activity for the nine months ended June 30, 2014 is as follows:

	Number of Shares (000s)	Wtd. Avg. Fair Value
Unvested at October 1, 2013	849	\$42.42
Granted	321	\$54.01
Vested	(161)	\$38.94
Forfeited	(106)	\$45.44
Unvested at June 30, 2014	903	\$52.48

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NOTE 4—PROPERTY AND EQUIPMENT

A summary of property and equipment by classification is as follows:

(In thousands)	June 30, 2014	September 30, 2013
Drilling vessels and equipment	\$3,552,698	\$2,979,503
Construction work in progress	535,372	715,320
Drill pipe	27,477	26,743
Office equipment and other	35,747	24,439
Cost	4,151,294	3,746,005
Less: Accumulated depreciation	(565,245	) (581,281
Drilling and other property and equipment, net	\$3,586,049	\$3,164,724

Property and equipment are recorded at cost. Interest incurred related to property under construction is capitalized as a component of construction costs. Interest capitalized during the three months ended June 30, 2014 and 2013 was approximately \$6.7 million and \$8.2 million, respectively. Interest capitalized during the nine months ended June 30, 2014 and 2013 was \$22.9 million and \$23.7 million, respectively.

Construction Projects

Our first ultra-deepwater drillship, the Atwood Advantage, was delivered from the Daewoo Shipbuilding and Marine Engineering Co., Ltd. ("DSME") yard in South Korea in December 2013.

As of June 30, 2014, we had expended approximately \$555 million towards our three other ultra-deepwater drillships under construction at the DSME yard. Total remaining firm commitments for these three drillships under construction were approximately \$1.2 billion at June 30, 2014.

Sale of Assets

During January 2014, we completed the sale of our standard jackup drilling unit, the Vicksburg, for a sales price of \$55.4 million pursuant to a definitive sales agreement entered into on October 3, 2013. As of the date of sale, the carrying value of the rig and its related inventory was approximately \$20.5 million.

During April 2014, we completed the sale of a wholly owned subsidiary which owned our semisubmersible tender assist drilling rig, the Seahawk, for a sales price of \$4.0 million. The carrying value of the rig and of its related inventory, inclusive of a \$2.0 million impairment charge recorded in the second quarter of the current fiscal year, approximated its sales price.

NOTE 5—LONG-TERM DEBT

A summary of long-term debt is as follows:

(In thousands)	June 30, 2014	September 30, 2013
6.5% Senior Notes due 2020, bearing fixed interest at 6.5% per annum, net of unamortized premium	\$657,406	\$658,232
Revolving credit facility, bearing interest at approximately 2.4% ⁽¹⁾ per annum at June 30, 2014 and 3.0% ⁽¹⁾ per annum at September 30, 2013	810,000	605,000

\$1,467,406 \$1,263,232

(1) After the impact of our interest rate swaps.

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Revolving Credit Facility

As of June 30, 2014, we had \$810 million of outstanding borrowings and \$8.2 million letters of credit issued under our senior secured revolving credit facility. On April 10, 2014, we entered into an agreement to amend and restate the credit facility (the "Restatement Agreement"), which increased total commitments to \$1.55 billion from \$1.1 billion and extended its maturity to May 2018 from May 2016. Our wholly owned subsidiary, Atwood Offshore Worldwide Limited, is the borrower under the credit facility, and we and certain of our other subsidiaries are guarantors under the facility. Prior to the Restatement Agreement, borrowings under the credit facility bore interest at the Eurodollar rate plus a margin ranging from 2.00% to 2.50%, and the commitment fee on the unused portion of underlying commitments ranged from 0.5% to 1.0% per annum. As a result of the Restatement Agreement, borrowings under the credit facility bear interest at the Eurodollar rate plus a margin ranging from 1.75% to 2.00% and the commitment fee on the unused portion of the underlying commitment ranges from 0.30% to 0.40% per annum, in each case based on our corporate credit ratings. Certain borrowings effectively bear interest at a fixed rate due to our interest rate swaps. See Note 6. The average interest rate for borrowings under the credit facility was approximately 2.4% per annum at June 30, 2014, after considering the impact of our interest rate swaps. As of June 30, 2014, we were in compliance with all financial covenants under the credit facility, and from June 30, 2014 to July 31, 2014, no additional borrowings were made under the credit facility.

In connection with the Restatement Agreement, the Company mortgaged as additional collateral the Atwood Mako and the Atwood Manta. As a result, the revolving credit facility is now secured primarily by first preferred mortgages on nine of our active drilling units (the Atwood Aurora, Atwood Beacon, Atwood Eagle, Atwood Falcon, Atwood Hunter, Atwood Osprey, Atwood Condor, Atwood Mako, and Atwood Manta), as well as liens on the equity interests of our subsidiaries that own, directly or indirectly, such drilling units.

NOTE 6—DERIVATIVE FINANCIAL INSTRUMENTS

Interest Rate Swap Contracts

Our credit facility exposes us to short-term changes in market interest rates as our interest obligations on these instruments are periodically re-determined based on the prevailing Eurodollar rate. We enter into interest rate swaps to limit our exposure to fluctuations and volatility in interest rates.

During the nine months ended June 30, 2014, we had interest rate swaps that effectively fixed the interest rate on \$250 million of borrowings under the credit facility at a weighted average interest rate of 3.4% prior to April 10, 2014, the effective date of the Restatement Agreement, and 2.9% thereafter. Such interest rate swaps continue through September 2014. In December 2013, we entered into interest rate swaps that extend the Company's current hedging program and effectively fix the interest rate on \$250 million of borrowings at a weighted average interest rate of 2.6% from September 2014 to March 2016. As of June 30, 2014, these interest rate swaps are designated as cash flow hedging instruments.

Foreign Currency Forward Exchange Contracts

We conduct business in numerous foreign countries. Our functional currency is the U.S. dollar and thus our international operations expose us to foreign currency risk associated with cash flows from transactions denominated in currencies other than our functional currency. As needed, we enter into foreign currency forward exchange contracts to limit our exposure to fluctuations and volatility in foreign currency exchange rates.

In December 2013, we entered into foreign currency forward exchange contracts for a portion of our anticipated euro receipts associated with revenues earned on a drilling contract from December 2013 through November 2015. At June

30, 2014, these forward contracts effectively fix the euro/U.S. dollar exchange rate at 1.3659 on an aggregate notional amount of 60 million euro and settle monthly from July 2014 through February 2016. As of June 30, 2014, these forward contracts are designated as cash flow hedging instruments.

We do not engage in derivative transactions for speculative or trading purposes and we are not a party to leveraged derivatives.

Condensed Consolidated Balance Sheets

We record our derivative contracts at fair value on our consolidated balance sheets. See Note 7. The following table presents the fair value of our derivative contracts designated as cash flow hedging instruments included in our Condensed Consolidated Balance Sheets as of June 30, 2014 and September 30, 2013:

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(In thousands)	Asset Derivatives			Liability Derivatives		
	Balance Sheet Location	June 30, 2014 Fair Value	September 30, 2013 Fair Value	Balance Sheet Location	June 30, 2014 Fair Value	September 30, 2013 Fair Value
Derivative contracts designated as cash flow hedging instruments						
Short-term interest rate swaps	Prepaid expenses and deferred costs	\$—	\$—	Accrued liabilities	\$1,126	\$1,586
Long-term interest rate swaps	Deferred costs and other assets	12	—	Other long-term liabilities	—	—
Short-term foreign currency forward exchange contracts	Prepaid expenses and deferred costs	—	—	Accrued liabilities	173	—
Long-term foreign currency forward exchange contracts	Deferred costs and other assets	—	—	Other long-term liabilities	129	—
Total derivatives designated as cash flow hedging instruments		\$12	\$—		\$1,428	\$1,586

We do not have any derivative contracts not designated as hedging instruments.

Condensed Consolidated Statements of Operation and Statements of Comprehensive Income

The following table presents the gains and losses on our derivative contracts designated as cash flow hedging instruments on our Condensed Consolidated Statements of Operations and Condensed Statements of Comprehensive Income for the three months ended June 30, 2014 and 2013:

(In thousands)	Amount of Gain or (Loss) Recognized in AOCI on Derivative		Location of Gain or (Loss) Reclassified from AOCI in Income	Amount of Gain or (Loss) Reclassified from AOCI into Income	
	(Effective Portion)			(Effective Portion)	
	Three Months Ended June 30, 2014	2013		Three Months Ended June 30, 2014	2013
Derivative contracts designated as cash flow hedging instruments					
Interest rate swaps	\$(490	) \$51	Interest expense, net of capitalized interest	\$(488	) \$(441
Foreign currency forward exchange contracts	586	—	Contract drilling revenues & costs	125	—
Total	\$96	\$51		\$(363	) \$(441

The following table presents the gains and losses on our derivative contracts designated as cash flow hedging instruments on our Condensed Consolidated Statements of Operations and Condensed Statements of Comprehensive Income for the nine months ended June 30, 2014 and 2013:

Derivative contracts designated as cash flow hedging instruments	Amount of Gain or (Loss) Recognized in AOCI on Derivative		Location of Gain or (Loss) Reclassified from	Amount of Gain or (Loss) Reclassified from Income	

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(In thousands)	(Effective Portion)		AOCI in Income		(Effective Portion)	
	Nine Months Ended June 30,				Nine Months Ended June 30,	
	2014	2013			2014	2013
Interest rate swaps	\$ (926	) \$ 3	Interest expense, net of capitalized interest		\$ (1,293	) \$ (1,316
Foreign currency forward exchange contracts	(302) —	Contract drilling revenues & costs		9	—
Total	\$ (1,228) \$ 3			\$ (1,284) \$ (1,316

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Each quarter, changes in the fair values of our derivative instruments designated as cash flow hedging instruments will adjust the balance sheet asset or liability, with an offset to Accumulated Other Comprehensive Income (“AOCI”) for the effective portion of the hedge. The effective portion of the cash flow hedge will remain in AOCI until it is reclassified into earnings in the period or periods during which the hedged transaction affects earnings or when it is probable that the hedged forecasted transaction will not occur by the end of the originally specified time period.

Any change in fair value resulting from ineffectiveness is recognized immediately in earnings. For the three and nine months ended June 30, 2014 and for the three and nine months ended June 30, 2013, no loss was recognized on our Consolidated Statement of Operations due to hedge ineffectiveness. Additionally, there were no gains or losses recognized in income for the three and nine months ended June 30, 2014 and 2013 as a result of excluding amounts from the assessment of hedge effectiveness or as a result of reclassifications to earnings following the discontinuance of any cash flow hedges.

As of June 30, 2014, the estimated amount of unrealized losses associated with our interest rate derivative contracts that will be reclassified to earnings during the next twelve months totals \$1.1 million. As of June 30, 2014, the estimated amount of unrealized losses associated with our foreign exchange forward currency contracts that will be reclassified to earnings during the next twelve months is approximately \$0.2 million.

Derivative Contract Agreements

None of our derivative contracts contain credit-risk related contingent features, and no amounts of cash collateral were posted by us related to net liability positions as of June 30, 2014. Our interest rate swaps are secured by the collateral package of our revolving credit facility.

We report the fair value of our derivative contracts on our Consolidated Balance Sheets on a gross basis by type of contract as either short-term or long-term. We determine the short-term and long-term classification based on the timing of expected future cash flows. The following table represents our gross and net derivative assets and liabilities:

(In thousands)	Gross Amount Presented on the Consolidated Balance Sheets	Netting Adjustments (a)	Net Amount
June 30, 2014			
Derivative assets	\$ 12	\$(12) \$—
Derivative liabilities	(1,428	) 12	(1,416)
September 30, 2013			
Derivative assets	\$—	\$—	\$—
Derivative liabilities	(1,586	) —	(1,586)

(a) We have agreements in place with some of our financial trading counterparties that allow for the financial right of offset for derivative assets and derivative liabilities under the agreements.

NOTE 7—FAIR VALUE

We have certain assets and liabilities that are required to be measured and disclosed at fair value in accordance with generally accepted accounting principles (“GAAP”). Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The established GAAP fair value hierarchy prioritizes inputs to valuation techniques used to measure fair value into three levels. Priority is given to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Assets and liabilities measured at fair value are classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The determination of the fair values, stated below, takes into account the market for our financial assets and liabilities, the associated credit risk and other considerations.

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We have classified and disclosed fair value measurements using the following levels of the fair value hierarchy:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Measurement based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable for objective sources (i.e., supported by little or no market activity).

Fair value of Certain Assets and Liabilities

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and short-term notes payable approximate fair value because of their short term maturities.

Fair Value of Financial Instruments

The fair value of financial instruments is determined by using quoted market prices when available. When quoted prices are not available, independent third party services may be used to determine the fair value with reference to observable inputs used.

The following table sets forth the estimated fair value of certain financial instruments at June 30, 2014 and September 30, 2013, which are measured and recorded at fair value on a recurring basis:

		June 30, 2014 Fair Value Measurements				Estimated Fair Value
(In thousands)	Asset/(Liability)	Carrying Amount	Level 1	Level 2	Level 3	
Type of Contract	Balance Sheet Classification					
Short-term interest rate swaps	Accrued liabilities	\$(1,126)	\$—	\$(1,126)	\$—	\$(1,126)
Long-term interest rate swaps	Deferred costs and other assets	\$12	—	\$12	—	\$12
Short-term foreign exchange forward currency contracts	Accrued liabilities	\$(173)	\$—	\$(173)	\$—	\$(173)
Long-term foreign exchange forward currency contracts	Other long-term liabilities	\$(129)	\$—	\$(129)	\$—	\$(129)
Total derivative contracts, net		\$(1,416)	\$—	\$(1,416)	\$—	\$(1,416)
		September 30, 2013 Fair Value Measurements				Estimated Fair Value
(In thousands)	Asset/(Liability)	Carrying Amount	Level 1	Level 2	Level 3	
Type of Contract	Balance Sheet Classification					
Short-term interest rate swaps	Accrued liabilities	\$(1,586)	\$—	\$(1,586)	\$—	\$(1,586)
Total derivative contracts, net		\$(1,586)	\$—	\$(1,586)	\$—	\$(1,586)

Derivative financial instruments - Our derivative financial instruments consist of our interest rate swap contracts and our foreign currency forward exchange contracts.

The fair values of our interest rate swaps and our foreign currency forward exchange contracts are based upon valuations calculated by an independent third party. The derivatives were valued according to the "Market approach" where possible, and the "Income approach" otherwise. A third party independently valued each instrument using forward price data obtained from reputable data providers (e.g., Bloomberg and Reuters) and reviewed market activity and similarity of pricing terms to determine appropriate reliability level assertions for each instrument. The contribution of the credit valuation adjustment to total fair value is less than 1% for all derivatives and is therefore not significant. Based on valuation inputs for fair value measurement and independent review performed by third party consultants, we have classified our derivative contracts as Level 2 as they were valued based upon observable inputs from dealer markets.

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Long-term Debt – Our long-term debt consists of both our 6.5% Senior Notes due 2020 ("Senior Notes") and our revolving credit facility.

Senior Notes – The carrying value of our Senior Notes, net of unamortized premium, is \$657.4 million (\$650 million principal amount) while the fair value of those Senior Notes is \$697.1 million. The fair value is determined by a market approach using quoted period-end bond prices. We have classified this instrument as Level 2 as valuation inputs for fair value measurements are quoted market prices as of June 30, 2014 that can only be obtained from independent third party sources. The fair value amount has been calculated using these quoted prices. However, no assurance can be given that the fair value would be the amount realized in an active market exchange.

Revolving Credit Facility – The carrying amounts of our variable-rate debt approximates fair value because such debt bears short-term, market-based interest rates. We have classified this instrument as Level 2 as valuation inputs for purposes of determining our fair value disclosure are readily available published Eurodollar rates.

NOTE 8—INCOME TAXES

Our consolidated effective income tax rate for the three and nine months ended June 30, 2014 was approximately 9% and 16%, respectively, as compared to 14% and 13% for the three and nine months ended June 30, 2013, respectively. The effective tax rate for the nine months ended June 30, 2014 was higher than the rate for the nine months ended June 30, 2013 primarily due to tax expenditures relating to the income received on the sale of the Vicksburg as well as an increase to our reserve for uncertain tax provisions. The effective tax rate for the three months ended June 30, 2014 was lower than the rate for the three months ended June 30, 2013 primarily due to the recognition of discrete tax benefits during the three months ended June 30, 2014. Our effective tax rate was lower than the U.S. statutory rate of 35% as a result of working in certain lower tax jurisdictions outside the United States. We record estimated accrued interest and penalties related to uncertain tax positions as income tax expense. At June 30, 2014, we had approximately \$12.0 million of reserves for uncertain tax positions, including estimated accrued interest and penalties of \$3.2 million, which are included in Other long-term liabilities in the Consolidated Balance Sheet. None of our reserves for uncertain tax positions relate to timing differences. All \$12.0 million of the net uncertain tax liabilities would affect the effective tax rate if realized.

Our United States tax returns for fiscal year 2010 and subsequent years remain subject to examination by tax authorities. As we conduct business globally, we have various tax years that remain open to examination in certain international tax jurisdictions, including tax returns in Australia for fiscal years 2008 through 2013 and tax returns in Equatorial Guinea for calendar years 2011 through 2013. Although we cannot predict the outcome of ongoing or future tax examinations, we do not anticipate that the ultimate resolution of these examinations will have a material impact on our consolidated financial position, results of operations or cash flows.

NOTE 9—CAPITAL STOCK

At the Company's 2014 Annual Meeting of Shareholders held on February 19, 2014, our shareholders approved an amendment to our Amended and Restated Certificate of Formation to increase the number of authorized shares of our common stock from 90,000,000 to 180,000,000. The Company has the authority to issue 181,000,000 shares of capital stock, including 180,000,000 shares of common stock, each with a par value of \$1.00 per share, and 1,000,000 shares of preferred stock, each with no par value.

NOTE 10—RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In April 2014, the FASB issued ASU 2014-08, "Presentation of Financial Statement (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an

Entity" which changes the criteria and requires additional disclosures for reporting discontinued operations. The amendments in ASU 2014-08 are effective for all disposals of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within annual periods beginning on or after December 15, 2015. We do not expect that our adoption will have a material impact on our financial statements or disclosures in our financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)" which clarifies and improves the principles for recognizing revenue and develops a common revenue standard for United States generally accepted accounting principles (U.S. GAAP) and International Financial Reporting Standards (IFRS) that among other things, improves comparability of revenue recognition practices and provides more useful information to users of financial statements through improved disclosure requirements. The amendments in ASU 2014-09 are effective for annual reporting periods beginning after

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December 15, 2016, including interim periods within that reporting period. Early application is not permitted. We are currently reviewing the effect of ASU 2014-09 on our revenue recognition.

In June 2014, the FASB issued ASU 2014-12, "Compensation - Stock Compensation (Topic 718)" which provides explicit guidance on the treatment of awards with performance targets that could be achieved after the requisite service period. The amendments in ASU 2014-12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. We do not expect that our adoption will have a material impact on our financial statements or disclosures in our financial statements.

NOTE 11—COMMITMENTS AND CONTINGENCIES

Litigation

We are party to a number of lawsuits which are ordinary, routine litigation incidental to our business, the outcome of which is not expected to have, either individually or in the aggregate, a material adverse effect on our financial position, results of operations, or cash flows.

Other Matters

The Atwood Beacon operated in India from early December 2006 to the end of July 2009. A service tax was enacted in India in 2004 on revenues derived from seismic and exploration activities. This service tax law was subsequently amended in June 2007 and again in May 2008 to state that revenues derived from mining services and drilling services were specifically subject to this service tax. The contract terms with our customer in India provided that any liability incurred by us related to any taxes pursuant to laws not in effect at the time the contract was executed in 2005 was to be reimbursed by our customer. We believe any service taxes assessed by the Indian tax authorities under the 2007 or 2008 amendments are an obligation of our customer. Our customer is disputing this obligation on the basis of its contention that revenues derived from drilling services were taxable under the initial 2004 law, and are, therefore, our obligation.

After reviewing the status of the drilling services we provided to our customer, the Indian tax authorities assessed service tax obligations on revenues derived from the Atwood Beacon commencing on June 1, 2007. The relevant Indian tax authority issued an extensive written ruling setting forth the application of the June 1, 2007 service tax regulation and confirming the position that drilling services, including the services performed under our contract with our customer prior to June 1, 2007, were not covered by the 2004 service tax law. In August 2012, the Indian Custom Excise and Service Tax Appellate Tribunal issued an Order in our favor confirming our position that service tax did not apply to drilling services performed prior to June 1, 2007. The Indian Service Tax Authority has appealed this ruling to the Indian Supreme Court.

As of June 30, 2014, we had paid to the Indian government \$10.5 million in service taxes and have accrued \$1.3 million of additional service tax obligations in accrued liabilities on our consolidated balance sheets, for a total of \$11.8 million relating to service taxes. We recorded a corresponding \$11.8 million long-term other receivable due from our customer relating to service taxes due under the contract. We continue to pursue collection of such amounts from our customer and expect to collect the amount recorded as receivable.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the accompanying unaudited condensed consolidated financial statements as of June 30, 2014 and for the three and nine months ended June 30, 2014 and 2013 included elsewhere herein, and with our Annual Report on Form 10-K for the fiscal year ended September 30, 2013. The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2013 and elsewhere in this Quarterly Report. See "Forward-Looking Statements" below.

OVERVIEW

The following discussion is intended to assist in understanding our financial position at June 30, 2014, and our results of operations for the three and nine months ended June 30, 2014 and 2013. Financial and operating results for the three months ended June 30, 2014, include:

- Operating revenues totaling \$293 million on 910 operating days as compared to operating revenues of \$273 million on 973 operating days for the three months ended June 30, 2013;
- Net income of \$72 million as compared to net income of \$90 million for the three months ended June 30, 2013;
- Capital expenditures of \$66 million as compared to capital expenditures of \$197 million for the three months ended June 30, 2013; and
- Decrease in debt outstanding of \$45 million for the three months ended June 30, 2014 as well as increase in existing cash on hand of \$60 million for the three months ended June 30, 2014.

MARKET OUTLOOK

Industry Conditions

The level of activity in the offshore drilling industry, which affects the drilling sector's profitability, is highly correlated to the price of oil and, to a lesser extent, natural gas. The price of oil is determined by the balance between global and/or regional supply and demand. The state of the global economy and associated degree of economic growth are important factors in determining the level of demand for commodities, including oil and natural gas. The global economy, especially in developed countries, is improving, although the pace of economic growth remains modest. The current geopolitical environment, particularly in North Africa and the Middle East, continues to negatively impact the global oil supply as regional conflicts have often targeted oil infrastructure and resulted in supply disruptions. Reduced oil production by oil-rich nations in these regions has led to further strengthening of international crude oil prices. Oil prices remain relatively strong compared to historical price levels due to this reduction in production, with the price of Brent continuing to trade above \$100 per barrel.

Despite favorable oil prices, exploration and production companies are signaling lower year-over-year growth in capital expenditure budgets for 2014 relative to recent years. The result for our industry has been a delay or cancellation of previously anticipated floater-based drilling programs, resulting in a material reduction in new drilling contract awards for floaters in 2014 as compared to recent years. For example, there have only been 30 floater contract awards year to date in 2014 as compared to 107 and 162 for full year 2013 and 2012, respectively. At the same time, the floater rig supply continues to increase due to the delivery of additional newbuild floaters from shipyards. As a result, we are witnessing a lower percentage of marketed rigs being re-contracted, especially among the older, less capable floaters, and lower day rates across all classes of floaters. Customers continue to prefer newer, high specification floaters over the older, less capable rigs, especially for drilling programs with a high degree of technical complexity or that are located in more remote geological basins. This bifurcation of utilization and day rates across different generations of floaters has been especially detrimental to the older, less capable floaters.

Similar to the floater market, the jackup market is now also experiencing an unfavorable supply and demand imbalance due to the delivery of newbuild jackups from shipyards. Certain markets, especially in Southeast Asia, which is closer to the shipyards constructing the majority of newbuild jackups, are particularly susceptible to oversupply and to lower utilization and day rates. While high specification jackup rigs continue to experience higher levels of utilization and day rates than less capable jackup rigs, the risk of further market weakness created by the supply and demand imbalance is expected to continue through 2015 given the high number of newbuild jackups scheduled for delivery during this period.

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Despite the reduced growth in capital expenditures by exploration and production companies, the current level of offshore drilling activity, together with the large backlog of rigs under construction, has continued to create capacity constraints in the global offshore rig equipment supply chain. As a result, equipment delivery lead times have lengthened and remain challenging, thus leading to delayed newbuild rig deliveries.

Ultra-deepwater and Deepwater Rig Markets

Industry-wide, the percentage of marketed ultra-deepwater rigs under contract decreased marginally to 98%, while the percentage of marketed deepwater rigs under contract reduced to 88%. As of July 9, 2014, 79 ultra-deepwater floaters were under construction scheduled for delivery through May 2020. Forty-nine of these newbuild ultra-deepwater floaters were contracted, including 29 under long-term contracts with Petrobras that are primarily being constructed in shipyards located in Brazil. The number of new ultra-deepwater rig deliveries peaks in 2014 and 2015 with 20 rigs still scheduled to be delivered in each of these years, with an additional 39 units scheduled for delivery in 2016 and beyond. As of July 9, 2014, nine of the 20 newbuild rigs scheduled to be delivered in 2014 were uncontracted and 14 of the 20 scheduled 2015 deliveries were uncontracted. With 84% of ultra-deepwater rigs operating in deepwater and mid-water water depths (i.e., well below their maximum water depths), demand for deepwater rigs and older, less capable ultra-deepwater rigs may be negatively impacted by the increased supply of newer ultra-deepwater rigs. This may result in the older, less capable rigs having to price more aggressively to avoid displacement by the newer, more capable rigs.

Our Ultra-deepwater Rigs and Deepwater Rigs

The Atwood Advantage, a dynamically positioned, ultra-deepwater drillship, is operating in the U.S. Gulf of Mexico and is contracted through April 2017. The rig arrived in the U.S. Gulf of Mexico in early March 2014 and commenced drilling operations in late April 2014.

The Atwood Condor, a dynamically-positioned, ultra-deepwater semisubmersible, is operating in the U.S. Gulf of Mexico and is contracted through November 2016. The Atwood Osprey, an ultra-deepwater semisubmersible, is operating offshore Australia and is contracted through May 2017.

The Atwood Falcon and Atwood Eagle, both deepwater semisubmersibles, are operating offshore Australia and are contracted through March 2016 and September 2016, respectively. The Atwood Hunter, a deepwater semisubmersible, is currently idle awaiting the start of its next contract, which is expected to commence mid-August in Equatorial Guinea and last until mid-November 2014.

The Atwood Achiever, Atwood Admiral and Atwood Archer are DP-3 dynamically-positioned, dual derrick, ultra-deepwater drillships rated to operate in water depths up to 12,000 feet, and are currently under construction at the Daewoo Shipbuilding and Marine Engineering Co., Ltd. (“DSME”) shipyard in South Korea. These drillships will have enhanced technical capabilities, including two seven-ram BOPs, three 100-ton knuckle boom cranes, a 165-ton active heave “tree-running” knuckle boom crane and 200 person accommodations. The Atwood Achiever is expected to be delivered on or before August 31, 2014 while the Atwood Admiral and Atwood Archer are scheduled to be delivered in March 2015 and December 2015, respectively. Total cost, including project management, drilling and handling tools and spares, is approximately \$635 million for each drillship.

Upon delivery from the shipyard, the Atwood Achiever will mobilize to Morocco to commence a three-year drilling program. Although we do not presently have drilling contracts for the Atwood Admiral or the Atwood Archer, we expect that the long-term demand for ultra-deepwater drilling services in established and emerging basins will provide us with opportunities to contract these two rigs prior to their respective delivery dates.

Jackup Rig Market

Bifurcation in day rates and utilization between high specification jackups and standard jackups continues to characterize contracting activity in the jackup market. We expect this bifurcation trend to become more pronounced in the future. The percentage of marketed high specification jackup rigs (i.e., rigs equal to or greater than 350-foot water depth capability) under contract is approximately 98% as compared to 92% for the remainder of the global jackup fleet. Despite the expected increase in global jackup supply due to the continued delivery of high specification newbuild rigs through the end of 2017, we expect demand for high specification jackup rigs to remain elevated as

operators continue to prefer contracting newer, more capable rigs for their drilling programs.

As a result of newbuild jackup construction programs initiated in 2005 and continuing through 2014, the jackup supply continues to increase. As of July 9, 2014, there were 143 newbuild jackup rigs under construction. Twenty-two jack-ups are

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scheduled for delivery in 2014, and only five of these were contracted as of July 9, 2014. The remaining 121 rigs are scheduled for delivery in 2015 through 2017. This increase in the marketed supply of jackups, most of which are high specification, may exceed customer demand leading to lower day rates for jackup rigs of all classes in the future.

Our High Specification Jackup Rigs

The Atwood Mako, Atwood Manta and the Atwood Orca, all 400-foot water depth Pacific Class jackups, are operating offshore Thailand and are contracted through November 2014, December 2015 and February 2016, respectively. The Atwood Aurora, a 350-foot water depth jackup, is operating offshore West Africa and is contracted through September 2016. The Atwood Beacon, a 400-foot water depth jackup, is operating in the Mediterranean Sea and is contracted into January 2016.

Idled Rigs

During April 2014, we completed the sale of our subsidiary which owned our semisubmersible tender assist drilling rig, the Seahawk. We anticipate that our remaining idled rig, the Atwood Southern Cross, a mid-water floater, will not return to service during fiscal year 2014 due to the lack of sufficient continuous demand, and thus, we are not actively marketing the rig at this time.

Contract Backlog

We maintain a backlog of commitments for contract drilling revenues. Our contract backlog at June 30, 2014 was approximately \$3.3 billion, representing a 15% decrease compared to our contract backlog of \$3.9 billion at June 30, 2013. We calculate our contract backlog by multiplying the day rate under our drilling contracts by the number of days remaining under the contract, assuming full utilization. The calculation does not include any revenues related to other fees such as for contract preparation, customer reimbursables and bonuses. The amount of actual revenues earned and the actual periods during which revenues are earned will be different from the amounts disclosed in our backlog calculations due to a lack of predictability of various factors, including newbuild rig delivery dates, unscheduled repairs, maintenance requirements, weather delays and other factors. Such factors may result in lower applicable day rates than the full contractual day rate and/or delays in receiving the full contractual operating rate. In addition, under certain circumstances, our customers may seek to terminate or renegotiate our contracts. See “Risks Related to our Business-Our business may experience reduced profitability if our customers terminate or seek to renegotiate our drilling contracts” under Item 1A. of our Annual Report on Form 10-K for the fiscal year ended September 30, 2013.

The following tables set forth the amount of our contract drilling revenue backlog and the percentage of available operating days committed for our actively-marketed drilling units for the periods indicated as of June 30, 2014:

Contract Drilling Revenue Backlog	Remaining Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	Total
(In millions)						
Ultra-deepwater	\$161	\$819	\$808	\$458	\$22	\$2,268
Deepwater	89	335	213	—	—	637
Jackups	77	249	103	—	—	429
Total	\$327	\$1,403	\$1,124	\$458	\$22	\$3,334
Percentage of available operating days committed	Remaining Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	
Ultra-deepwater	100	% 87	% 70	% 38	% 2	%
Deepwater	83	% 71	% 43	% 0	% 0	%
Jackups	100	% 82	% 34	% 0	% 0	%
Total	95	% 81	% 51	% 16	% 1	%

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RESULTS OF OPERATIONS

Revenues— Revenues for the three and nine months ended June 30, 2014 increased approximately \$20.1 million, or 7%, and \$79.6 million, or 10%, respectively, compared to the three and nine months ended June 30, 2013. A comparative analysis of revenues by rig category is as follows:

(In millions)	REVENUES			REVENUES		
	Three Months Ended June 30,			Nine Months Ended June 30,		
	2014	2013	Variance	2014	2013	Variance
Ultra-Deepwater	\$118.4	\$87.1	\$31.3	\$325.6	\$246.1	\$79.5
Deepwater	69.8	102.2	(32.4	) 241.3	306.2	(64.9
Jackups	76.7	72.2	4.5	231.7	186.3	45.4
Reimbursable	27.9	11.2	16.7	52.0	32.4	19.6
	\$292.8	\$272.7	\$20.1	\$850.6	\$771.0	\$79.6

Our ultra-deepwater fleet realized average revenues of \$430,000 per day on 273 operating days as compared to \$475,000 per day on 182 operating days for the three months ended June 30, 2014 and 2013, respectively. The ultra-deepwater fleet realized average revenues of \$435,000 per day on 746 operating days as compared to \$450,000 per day on 546 operating days for the nine months ended June 30, 2014 and 2013, respectively. The increase in operating days for the three and nine months ended June 30, 2014 is largely due to the Atwood Advantage, the first of our four "A-Class" ultra-deepwater drillships, being delivered and commencing mobilization to the U.S. Gulf of Mexico in December 2013 under its initial drilling contract. The average revenue per operating day for our ultra-deepwater fleet decreased for the three and nine months ended June 30, 2014 as compared to the three and nine months ended June 30, 2013 primarily due to approximately 48 zero-rate days incurred by the Atwood Advantage in the third quarter of fiscal year 2014 related to start-up activities. Similarly, the average revenue per operating day for our ultra-deepwater fleet decreased for the nine months ended June 30, 2014 as compared to the nine months ended June 30, 2013 due to approximately 72 zero-rate days incurred by the Atwood Advantage during the nine month ended June 30, 2014 related to start-up activities.

Our deepwater fleet realized average revenues of \$380,000 per day on 182 operating days as compared to \$370,000 per day on 273 operating days for the three months ended June 30, 2014 and 2013, respectively. The deepwater fleet realized average revenues of \$390,000 per day on 615 operating days as compared to \$380,000 per day on 802 operating days for the nine months ended June 30, 2014 and 2013, respectively. The decrease in operating days for the three and nine months ended June 30, 2014 is primarily due to the Atwood Hunter undergoing a regulatory and maintenance project from December 2013 through the end of April 2014 after which time the rig was idle for the remainder of that quarter. Additionally, our deepwater fleet realized higher average revenue per operating day for the three and nine months ended June 30, 2014 as compared to the three and nine months ended June 30, 2013 primarily due to the Atwood Eagle and the Atwood Falcon incurring less downtime for equipment repairs during the three and nine months ended June 30, 2014 as compared to the three and nine month ended June 30, 2013.

Our jackup fleet realized average revenues of \$170,000 per day on 455 operating days as compared to \$135,000 per day on 518 operating days for the three months ended June 30, 2014 and 2013, respectively. The jackup fleet realized average revenues of \$155,000 per day on 1,468 operating days as compared to \$135,000 per day on 1,358 operating days for the nine months ended June 30, 2014 and 2013, respectively. The decrease in operating days for the three months ended June 30, 2014 is primarily due to the sale of the Vicksburg in January 2014. The increase in operating days for the nine months ended June 30, 2014 is due to a full nine months of operations for the newly constructed, high specification jackup, the Atwood Manta, which was delivered from the shipyard in December 2012, as well as nine months of operations for the Atwood Orca, partially offset by the loss in operating days due to the sale of the Vicksburg. Overall, the jackup fleet realized higher average revenue per operating day for both the three and nine

months ended June 30, 2014 as compared to the three and nine months ended June 30, 2013 due primarily to higher average day rates realized by two of our initial high specification jackups, the Atwood Aurora and the Atwood Beacon, and a greater proportionate mix of our three newly constructed high specification jackups at higher day rates, partially offset by the sale of the Vicksburg.

Reimbursable revenues are primarily driven by our clients' requests for equipment, services and/or personnel that are not typically included in the contractual operating day rate. Thus, these revenues vary depending on the timing of the clients' requests and the work performed. Changes in the amount of these reimbursables generally do not have a material effect on our financial position, results of operations or cash flows.

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Drilling Costs—Drilling costs for the three and nine months ended June 30, 2014, increased approximately \$34.1 million, or 29%, and \$92.4 million, or 27%, respectively, compared to the three and nine months ended June 30, 2013. An analysis of contract drilling costs by rig category is as follows:

(In millions)	DRILLING COSTS			DRILLING COSTS		
	Three Months Ended June 30,			Nine Months Ended June 30,		
	2014	2013	Variance	2014	2013	Variance
Ultra-Deepwater	\$44.2	\$33.9	\$10.3	\$125.2	\$93.7	\$31.5
Deepwater	51.5	42.8	8.7	157.0	127.2	29.8
Jackups	32.0	31.4	0.6	101.9	89.8	12.1
Reimbursable	23.5	8.5	15.0	41.1	23.3	17.8
Other	0.9	1.4	(0.5	) 4.6	3.4	1.2
	\$152.1	\$118.0	\$34.1	\$429.8	\$337.4	\$92.4

Ultra-deepwater drilling costs increased for the three and nine months ended June 30, 2014 as compared to the three and nine months ended June 30, 2013 as a result of the addition of the Atwood Advantage. The average drilling cost per calendar day decreased from approximately \$180,000 for the three months ended June 30, 2013 as compared to approximately \$160,000 for the three months ended June 30, 2014 primarily due to the Atwood Condor incurring lower drilling costs associated with equipment repairs during the third quarter of fiscal year 2014 as compared to the third quarter of fiscal year 2013 when the rig experienced more downtime and higher drilling costs due to equipment failures. Average drilling costs per calendar day remained relatively stable at approximately \$170,000 for the nine months ended June 30, 2014 and the nine months ended June 30, 2013.

Deepwater drilling costs increased for the three and nine months ended June 30, 2014, as compared to the three and nine months ended June 30, 2013 as a result of maintenance projects and regulatory inspections. Average drilling costs per calendar day for our deepwater rigs increased from approximately \$160,000 for the three and nine months ended June 30, 2013 to approximately \$190,000 for the three and nine months ended June 30, 2014 mainly due to the Atwood Hunter undergoing a regulatory and maintenance project from December 2013 through the end of April 2014. In addition, the increase in average drilling costs per calendar day for the nine months ended June 30, 2014 increased compared to the nine months ended June 30, 2013 due to the Atwood Falcon undergoing regulatory inspections and planned maintenance in December 2013. These increases were partially offset by decreased average drilling costs per calendar day for the Atwood Eagle for the nine months ended June 30, 2014 as compared to the nine months ended June 30, 2013 due to regulatory inspections, planned maintenance, and upgrades that took place in December 2012.

Jackup drilling costs increased for the three months ended June 30, 2014, as compared to the three months ended June 30, 2013, primarily as a result of a full quarter of operations for the newly constructed Atwood Orca which was delivered from the shipyard in May 2013, partially offset by the sale of the Vicksburg in January 2014. Average drilling costs per calendar day increased from approximately \$60,000 for the three months ended June 30, 2013 to approximately \$70,000 for the three months ended June 30, 2014 as a result of the Atwood Beacon working offshore Italy in the current fiscal quarter, resulting in significantly higher costs as compared to working offshore Israel in the prior fiscal quarter. Jackup drilling costs increased for the nine months ended June 30, 2014, as compared to the nine months ended June 30, 2013, as a result of operations for the Atwood Orca as well as operations for the newly constructed Atwood Manta which was delivered from the shipyard December 2012, partially offset by the sale of the Vicksburg. Average drilling costs per calendar day remained relatively stable at approximately \$70,000 for the nine months ended June 30, 2014 and the nine months ended June 30, 2013.

Reimbursable costs are primarily driven by our clients' requests for equipment, services and/or personnel that are not typically included in the contractual operating day rate. Thus, these costs vary depending on the timing of the clients'

requests and the work performed. Changes in the amount of these reimbursables generally do not have a material effect on our financial position, results of operations or cash flows.

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Depreciation—Depreciation expense for the three and nine months ended June 30, 2014 increased approximately \$7.3 million or 24%, and \$21.0 million, or 24%, respectively, compared to the three and nine months ended June 30, 2013. A comparative analysis of depreciation expense by rig category is as follows:

(In millions)	DEPRECIATION EXPENSE			DEPRECIATION EXPENSE		
	Three Months Ended June 30,			Nine Months Ended June 30,		
	2014	2013	Variance	2014	2013	Variance
Ultra-Deepwater	\$22.0	\$14.7	\$7.3	\$60.2	\$43.9	\$16.3
Deepwater	5.5	5.1	0.4	15.8	15.2	0.6
Jackups	8.8	9.0	(0.1)	28.1	22.7	5.4
Other	1.3	1.6	(0.3)	3.3	4.6	(1.3)
	\$37.6	\$30.4	\$7.3	\$107.4	\$86.4	\$21.0

Ultra-deepwater depreciation increased by \$7.3 million and \$16.3 million for the three and nine months ended June 30, 2014, as compared to the three and nine months ended June 30, 2013, respectively, due to the delivery of the Atwood Advantage which was placed into service in December 2013.

Jackup depreciation increased by \$5.4 million for the nine months ended June 30, 2014 as compared to the nine months ended June 30, 2013 due to the addition of the Atwood Manta and the Atwood Orca, which were placed into service at the beginning of December 2012 and May 2013, respectively.

General and Administrative—For the nine months ended June 30, 2014, general and administrative expenses increased by approximately \$3.5 million to \$47.7 million, as compared to \$44.2 million for the nine months ended June 30, 2013. This increase is primarily due to an overall increase in our headcount and associated costs to support our larger fleet resulting in increased personnel, information technology, and taxes and permit related costs as well as the relocation of our corporate headquarters resulting in increased rental and lease costs.

Gain on sale of equipment—Income of \$34.1 million for the nine months ended June 30, 2014 was primarily due to the gain recorded on the sale of our standard jackup drilling unit, the Vicksburg, completed in January 2014.

Interest Expense, net of capitalized interest—For the three months ended June 30, 2014, interest expense, net of capitalized interest increased by approximately \$5.5 million to \$11.2 million, as compared to \$5.7 million for the three months ended June 30, 2013. For the nine months ended June 30, 2014, interest expense, net of capitalized interest increased by approximately \$14.3 million to \$30.9 million, as compared to \$16.6 million for the nine months ended June 30, 2013. These increases were primarily due to a higher outstanding debt balances.

Income Taxes—Our effective tax rate for the three and nine months ended June 30, 2014 was approximately 9% and 16%, respectively, compared to 14% and 13% for the three and nine months ended June 30, 2013, respectively. The effective tax rate for the nine months ended June 30, 2014 was higher than the rate for the nine months ended June 30, 2013 primarily due to tax expenditures relating to the income received on the sale of the Vicksburg as well as an increase to our reserve for uncertain tax provisions. The effective tax rate for the three months ended June 30, 2014 was lower than the rate for the three months ended June 30, 2013 primarily due to the recognition of discrete tax benefits during the three months ended June 30, 2014. Our effective tax rates were lower than the U.S. statutory rate of 35% as a result of working in certain lower tax jurisdictions outside the United States.

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LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2014, we had \$119 million in cash and cash equivalents. At any time, we may require a significant portion of our cash on hand for working capital and other purposes. During the nine months ended June 30, 2014, we relied principally on our cash flows from operations, cash on hand, and borrowings under our credit facility to meet liquidity needs and fund our cash requirements, including our capital expenditures of \$564 million.

To date, general inflationary trends have not had a material effect on our operating revenues or expenses.

Revolving Credit Facility

As of June 30, 2014, we had \$810 million of outstanding borrowings and \$8.2 million letters of credit issued under our senior secured revolving credit facility. On April 30, 2014, we entered into an agreement to amend and restate the credit facility (the "Restatement Agreement"), which increased total commitments to \$1.55 billion from \$1.1 billion and extended its maturity to May 2018 from May 2016. Our wholly owned subsidiary, Atwood Offshore Worldwide Limited, is the borrower under the credit facility, and we and certain of our other subsidiaries are guarantors under the facility. Prior to the Restatement Agreement, borrowings under the credit facility bore interest at the Eurodollar rate plus a margin ranging from 2.00% to 2.50%, and the commitment fee on the unused portion of underlying commitments ranged from 0.5% to 1.0% per annum. As a result of the Restatement Agreement, borrowings under the credit facility bear interest at the Eurodollar rate plus a margin ranging from 1.75% to 2.00% and the commitment fee on the unused portion of the underlying commitment ranges from 0.30% to 0.40% per annum, in each case based on our corporate credit ratings. Certain borrowings effectively bear interest at a fixed rate due to our interest rate swaps. See Note 6 to the Unaudited Condensed Consolidated Financial Statements included in Item 1 of Part I of this Quarterly Report. The average interest rate for borrowings under the credit facility was approximately 2.4% per annum at June 30, 2014, after considering the impact of our interest rate swaps. As of June 30, 2014, we were in compliance with all financial covenants under the credit facility, and from June 30, 2014 to July 31, 2014, no additional borrowings were made under the credit facility.

In connection with the Restatement Agreement, the Company mortgaged as additional collateral the Atwood Mako and the Atwood Manta. As a result, the revolving credit facility is now secured primarily by first preferred mortgages on nine of our active drilling units (the Atwood Aurora, Atwood Beacon, Atwood Eagle, Atwood Falcon, Atwood Hunter, Atwood Osprey, Atwood Condor, Atwood Mako, and Atwood Manta), as well as liens on the equity interests of our subsidiaries that own, directly or indirectly, such drilling units.

Capital Expenditures

We estimate that our total capital expenditures, including maintenance capital expenditures, for fiscal year 2014 will be approximately \$985 million, substantially all of which is contractually committed. As of June 30, 2014, we had incurred approximately \$564 million of our total expected capital expenditures for fiscal year 2014. The remaining capital expenditures are expected to be funded with cash on hand, cash flow from operations and borrowings under our revolving credit facility including the additional commitment provided by the Restatement Agreement.

As of June 30, 2014, we had expended approximately \$555 million towards our three remaining newbuild drilling units contracted for construction. The expected costs including firm commitments, project management, capitalized interest and drilling and handling tools and spares for our three drilling units under construction are as follows (in millions):

Remaining Fiscal 2014	Fiscal 2015	Fiscal 2016	Total
\$410	\$490	\$440	\$1,340

We believe that we will be able to fund all additional construction costs with cash flow from operations and borrowings under our revolving credit facility.

Other

From time to time, we may seek possible expansion and acquisition opportunities relating to our business, which may include the construction or acquisition of rigs or other businesses in addition to those described in this Quarterly Report. Such determinations will depend on market conditions and opportunities existing at that time, including the outlook for drilling

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contracts and day rates and the relative costs associated with such expansions or acquisitions. The timing, realization or terms of any such efforts and the associated capital commitments are not currently known. In addition to our existing sources of funding which include cash on hand, cash flow from operations and borrowings under our revolving credit facility, we may seek to access the capital markets to fund such opportunities. Our ability to access the capital markets depends on a number of factors, including, among others, our credit rating, industry conditions, general economic conditions, market conditions and market perceptions of us and our industry. In addition, we continually review the possibility of disposing of assets that we do not consider core to our long-term business plan.

In addition, in the future, we may seek to redeploy our assets to more active regions if we have the opportunity to do so on attractive terms. We frequently bid for, or negotiate with, customers regarding multi-year contracts that could require significant capital expenditures and mobilization costs. We expect to fund these opportunities primarily with cash on hand, cash flow from operations and borrowings under our revolving credit facility.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as that term is defined in Item 303(a)(4)(ii) of Regulation S-K.

Commitments and Contractual Obligations

For additional information about our commitments and contractual obligations as of June 30, 2014, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Commitments and Contractual Obligations” in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013. As of June 30, 2014, other than additional borrowings under our credit facility there were no other material changes to this disclosure regarding our commitments and contractual obligations.

FORWARD-LOOKING STATEMENTS

Statements included in this Quarterly Report regarding future financial performance, capital sources and results of operations and other statements, other than statements of historical fact, that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. Such statements are those concerning strategic plans, expectations and objectives for future operations and performance. When used in this report, the words “believes,” “expects,” “anticipates,” “plans,” “intends,” “estimates,” “projects,” “could,” “may,” or similar expressions are intended to be among the statements that identify forward-looking statements.

Such statements are subject to numerous risks, uncertainties and assumptions that are beyond our ability to control, including, but not limited to:

- prices of oil and natural gas and industry expectations about future prices;
- market conditions, expansion and other development trends in the drilling industry and the global economy in general;
- the operational risks involved in drilling for oil and gas;
- the highly competitive and volatile nature of our business;
- the impact of governmental or industry regulation, both in the United States and internationally;
- the risks of and disruptions to international operations, including political instability and the impact of terrorist acts, acts of piracy, embargoes, war or other military operations;
- our ability to obtain and retain qualified personnel to operate our vessels;
- our ability to enter into, and the terms of, future drilling contracts, including contracts for our newbuild units and for rigs whose contracts are expiring;
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timely access to spare parts, equipment and personnel to maintain and service our fleet;

- customer requirements for drilling capacity and customer drilling plans;
- the adequacy of sources of liquidity for us and for our customers;
- changes in tax laws, treaties and regulations;
- the risks involved in the construction, upgrade, and repair of our drilling units;

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- unplanned downtime and repairs on our rigs;
- the termination or renegotiation of contracts by customers or payment or other delays by our customers; and
- such other risks discussed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013 and in our other reports filed with the SEC.

Forward-looking statements are made based upon management’s current plans, expectations, estimates, assumptions and beliefs concerning future events impacting us and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements. Undue reliance should not be placed on these forward-looking statements, which are applicable only on the date hereof. We undertake no obligation to revise or update these forward-looking statements to reflect events or circumstances that arise after the date hereof or to reflect the occurrence of unanticipated events.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, interest rate risk and foreign currency exchange risk as discussed below:

Interest Rate Risk

The provisions of our credit facility provide for a variable interest rate cost on our \$810 million outstanding as of June 30, 2014. However, we employed an interest rate risk management strategy that utilizes derivative instruments with respect to \$250 million of our debt as of June 30, 2014 in order to minimize or eliminate unanticipated fluctuations in earnings and cash flows arising from changes in, and volatility of, interest rates. Effectively, only \$560 million of our variable long-term debt outstanding at June 30, 2014 is subject to changes in interest rates. Thus, a 10% change in the interest rate on the floating rate debt would not have a material effect on our annual earnings and cash flows.

Foreign Currency Risk

We conduct business in numerous foreign countries. Our functional currency is the U.S. dollar. Certain of our subsidiaries have monetary assets and liabilities that are denominated in a currency other than our functional currency. Based on June 30, 2014 amounts, a decrease in the value of 10% in foreign currencies relative to the U.S. dollar would not have a material effect on our annual earnings and cash flows.

We enter into foreign currency forward exchange contracts to limit our exposure to fluctuations and volatility in the foreign currency exchange rates. In December 2013, we executed foreign currency forward exchange contracts for a portion of our anticipated euro receipts associated with revenues earned on a drilling contract from December 2013 through November 2015.

Market Risk

Our Senior Notes bear interest at a fixed interest rate whose fair value will fluctuate based on changes in prevailing market interest rates and market perceptions of our credit risk. The fair value of our Senior Notes was approximately \$697.1 million at June 30, 2014, compared to the principal amount of \$650 million. A 10% change in the trade price of our Senior Notes at June 30, 2014 would not have a material effect on the fair value of our Senior Notes.

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ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report have been designed and are effective at the reasonable assurance level so that the information required to be disclosed by us in our periodic SEC filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules, regulations and forms and have been accumulated and communicated to our management, including executive and financial officers, as appropriate, to allow timely decisions regarding required disclosures. We believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during the most recent fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We have certain actions, claims and other matters pending as set forth in Note 10 to the Unaudited Condensed Consolidated Financial Statements included in Item 1 of Part I of this Quarterly Report, which is incorporated by reference in response to this item. As of June 30, 2014, we were also involved in a number of lawsuits which have arisen in the ordinary course of business and for which we do not expect the liability, if any, resulting from these lawsuits to have a material adverse effect on our current consolidated financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of these matters described above or any such other proceeding or threatened litigation or legal proceedings. There can be no assurance that our beliefs or expectations as to the outcome or effect of any lawsuit or other matters will prove correct and the eventual outcome of these matters could materially differ from management's current estimates.

ITEM 1A. RISK FACTORS

For additional information about our risk factors, see Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2013.

ITEM 6. EXHIBITS

(a) Exhibits

- | | |
|--------|---|
| 10.1 | Restatement Agreement, dated as of April 10, 2014, among Atwood Oceanics, Inc., Atwood Offshore Worldwide Limited, the lenders party thereto, Nordea Bank Finland Plc, New York Branch, as existing administrative agent, and Nordea Bank Finland Plc, London Branch, as successor agent (Incorporated by reference to Exhibit 10.1 of our Form 8-K filed on April 11, 2014). |
| 10.2 | Amended and Restated Credit Agreement, dated as of April 10, 2014, among Atwood Oceanics, Inc., Atwood Offshore Worldwide Limited, the lenders party thereto and Nordea Bank Finland Plc, London Branch, as administrative agent (included in Exhibit 10.1). |
| *31.1 | Certification of Chief Executive Officer. |
| *31.2 | Certification of Chief Financial Officer. |
| **32.1 | Certificate of Chief Executive Officer pursuant to Section 906 of Sarbanes – Oxley Act of 2002. |
| **32.2 | Certificate of Chief Financial Officer pursuant to Section 906 of Sarbanes – Oxley Act of 2002. |
| *101 | Interactive data files. |
| * | Filed herewith |
| ** | Furnished herewith |

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SIGNATURES

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

ATWOOD OCEANICS, INC.
(Registrant)

Date: August 1, 2014

/S/ MARK L. MEY
Mark L. Mey
Senior Vice President
and Chief Financial Officer

Date: August 1, 2014

/S/ MARK W. SMITH
Mark W. Smith
Chief Accounting Officer
and Controller

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g-top:12px;text-align:justify;text-indent:33px;font-size:10pt;">(a) Acceleration. Awards of a Participant shall be Accelerated (as defined in Section 9(b)) upon the occurrence of a Change of Control.

(b) Definition. For purposes of this Section 9, Awards of a Participant being "Accelerated" means, with respect to such Participant:

(i) any and all Options shall become fully vested and immediately exercisable, and shall remain exercisable throughout their entire term; and

(ii) any restriction periods and restrictions imposed on Restricted Stock shall lapse.

PART III

SPECIFIC TERMS APPLICABLE TO OPTIONS AND STOCK AWARDS

SECTION 10. Grant, Terms and Conditions of Options.

(a) Term of Options. The term of Options shall be at the discretion of the Committee but in no event shall the term be greater than ten (10) years.

(b) Option Exercise Prices. The per Share exercise price under an Option shall be no less than one hundred percent (100%) of the Fair Market Value per Share on the date of grant. In no event shall the Board or the Committee be permitted to Reprice an Option after the date of grant without stockholder approval.

(c) Vesting. Options granted pursuant to this section 10 shall vest pursuant to the periods, terms and conditions determined by the Committee in its sole discretion. To the extent Options vest and become exercisable in increments, such Options shall cease vesting as of the termination of such Optionee's Active Status for reasons other than Retirement or death, in each of which cases such Options shall immediately vest in full.

(d) Exercise. Any Option granted hereunder shall be exercisable at such times and under such conditions as determined by the Committee at the time of grant, and as are permissible under the terms of this Plan. An Option may not be exercised for a fraction of a Share.

SECTION 11. Grant, Terms and Conditions of Stock Awards.

(a) Designation. Restricted Stock may be granted either alone, in addition to, or in tandem with other Awards granted under this Plan. After the Committee determines that it will offer Restricted Stock, it will advise the Participant in writing or electronically, by means of an Award Agreement, of the terms, conditions and restrictions, including

vesting, if any, related to the offer, including the number of Shares that the Participant shall be entitled to receive or purchase, the price to be paid, if any, and, if applicable, the time within which the Participant must accept the offer. The offer shall be accepted by execution of an Award Agreement or as otherwise directed by the Committee. The term of each award of Restricted Stock shall be at the discretion of the Committee.

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(b) Vesting. The Committee shall determine the time or times within which an Award of shares of Restricted Stock may be subject to forfeiture, the vesting schedule and the rights to acceleration thereof, and all other terms and conditions of the Award. Subject to the applicable provisions of the Award Agreement and this Section 11, upon termination of a Participant's Active Status for any reason, all Restricted Stock subject to the Award Agreement may vest or be forfeited in accordance with the terms and conditions established by the Committee as specified in the Award Agreement.

PART IV

TERM OF PLAN AND STOCKHOLDER APPROVAL

SECTION 12. Term of Plan. This Plan shall become effective as of the Effective Date. It shall continue in effect until the tenth anniversary of the Effective Date or until terminated under Section 14 of this Plan or extended by an amendment approved by the stockholders of the Company pursuant to Section 14.

SECTION 13. Amendment and Termination of this Plan.

(a) Amendment and Termination. The Board or the Committee may amend or terminate this Plan from time to time in such respects as the Board may deem advisable (including, but not limited, to amendments which the Board deems appropriate to enhance the Company's ability to claim deductions related to stock option exercises); provided, that to the extent required by the Code or the rules of the NASDAQ, such other exchange upon which the Company's Common Stock is either quoted or traded, or the SEC, stockholder approval shall be required for any material amendment of this Plan. Subject to the foregoing, it is specifically intended that the Board or Committee may amend this Plan without stockholder approval to comply with legal, regulatory and listing requirements and to avoid unanticipated consequences deemed by the Committee to be inconsistent with the purpose of this Plan or any Award Agreement.

(b) Effect of Amendment or Termination. Any amendment or termination of this Plan shall not affect Awards already granted and such Awards shall remain in full force and effect as if this Plan had not been amended or terminated, unless mutually agreed otherwise between the Participant and the Committee, which agreement must be in writing and signed by the Participant and the Company.

SECTION 14. Stockholder Approval. The effectiveness of this Plan is subject to approval by the stockholders of the Company in accordance with applicable NASDAQ rules, or the rules of such other exchange upon which the Company's Common Stock is either quoted or traded at the time the Plan or any amendment becomes effective.

PART V

MISCELLANEOUS

SECTION 15. Unfunded Plan. The adoption of this Plan and any setting aside of amounts by the Company with which to discharge its obligations hereunder shall not be deemed to create a trust. The benefits provided under this Plan shall be a general, unsecured obligation of the Company payable solely from the general assets of the Company, and neither a Participant nor the Participant's beneficiaries or estate shall have any interest in any assets of the Company by virtue of this Plan. Nothing in this Section 15 shall be construed to prevent the Company from implementing or setting aside funds in a grantor trust subject to the claims of the Company's creditors. Legal and equitable title to any funds set aside, other than any grantor trust subject to the claims of the Company's creditors, shall remain in the Company and any funds so set aside shall remain subject to the general creditors of the Company, present and future. Any liability of the Company to any Participant with respect to an Award shall be based solely upon contractual obligations created by this Plan and the Award Agreements.

SECTION 16. Representations and Legends.

(a) The Committee may require each person purchasing shares pursuant to an Award under this Plan to represent to and agree with the Company in writing that the purchaser is acquiring the shares without a view to distribution thereof. In addition to any legend required by this Plan, the certificate for such shares may include any legend which the Committee deems appropriate to reflect a restriction on transfer.

(b) All certificates for shares of Common Stock delivered under this Plan shall be subject to such stock transfer orders and other restrictions as the Committee may deem advisable under the rules, regulations and other requirements of the SEC, any stock exchange upon which the Common Stock is listed, applicable federal or state securities laws, and any

applicable corporate law, and the Committee may cause the legend or legends to be put on any such certificates to make appropriate reference to such restriction.

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SECTION 17. Assignment of Benefits. No Award or other benefits payable under this Plan shall, except as otherwise provided under this Plan or as specifically provided by law, be subject in any manner to anticipation, alienation, attachment, sale, transfer, assignment, pledge, encumbrance or charge. Any attempt to anticipate, alienate, attach, sell, transfer, assign, pledge, encumber or charge, any such benefit shall be void, and any such benefit shall not in any manner be subject to the debts, contracts, liabilities, engagements or torts of any person who shall be entitled to such benefit, nor shall such benefit be subject to attachment or legal process for or against that person.

SECTION 18. Governing Laws. This Plan and actions taken in connection herewith shall be governed, construed and enforced in accordance with the laws of the State of Nevada.

SECTION 19. Application of Funds. The proceeds received by the Company from the sale of shares of Common Stock pursuant to Awards granted under this Plan will be used for general corporate purposes.

SECTION 20. Right of Removal. Nothing in this Plan or in any Award or Award Agreement shall confer upon any Non-Employee Director or any other individual the right to continue as a Director of the Company, or affect any right the Company or the Company's stockholders may have to remove the Non-Employee Director as a Director at any time for any reason.