

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Transocean Ltd.		2 Issuer's employer identification number (EIN) 98-0599916	
3 Name of contact for additional information Diane Vento	4 Telephone No. of contact +1 713 232 8015	5 Email address of contact Diane.Vento@deepwater.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 4 Greenway Plaza,		7 City, town, or post office, state, and Zip code of contact Houston, Tx 77046	
8 Date of action December 9, 2016	9 Classification and description common shares		
10 CUSIP number H8817H100	11 Serial number(s)	12 Ticker symbol RIG	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On December 9, 2016, Transocean Partners LLC ("RIGP"), Transocean Ltd. ("RIG"), Transocean Partners Holdings Limited ("TPHL"), and TPHL Holdings LLC ("Merger Sub") completed the merger (the "Merger") contemplated by the Agreement and Plan of Merger (the "Merger Agreement") among RIGP, RIG, TPHL, and Merger Sub dated as of July 31, 2016. Pursuant to the terms of the Merger Agreement Merger Sub has merged with and into RIGP, with RIGP continuing as a surviving entity. At the effective time of the Merger, each outstanding RIGP common unit not owned by RIG or its subsidiaries was converted into the right to receive 1.2000 RIG shares.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The Merger is intended to qualify as a tax-deferred "reorganization" within the meaning of IRC Section 368(a). As a result, the aggregate basis of the RIG shares received for RIGP common units in the Merger will equal the basis of the RIGP common units exchanged. However, this treatment will apply to a U.S. Holder (as defined on page 65 of the Transocean Ltd. Form S-4/A filed with the Securities and Exchange Commission on September 30, 2016) that owns, actually or constructively, 5% of the total voting power or the total value of the RIG shares immediately after the Merger (a "5% Holder") only if the 5% Holder files with the Internal Revenue Service a gain recognition agreement ("GRA"), as defined in the Treasury regulations under IRC Section 367(a). If a 5% Holder does not file a GRA, then its basis in each full RIG share received in the Merger will equal their fair market value. 5% Holders are urged to consult their tax advisors.**


16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The basis of each full RIG share received by a 5% Holder that does not file a GRA is equal to its fair market value at the effective time of the Merger. RIG believes that such 5% Holders may use the closing price of the RIG shares on the day before the closing date, \$14.84, as the fair market value for this purpose. However, fair market value is generally a facts and circumstances determination, and it is possible a different fair market value for RIG shares could be utilized that would yield a different result. 5% Holders are urged to consult their own tax advisors.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **IRC Sections 368(a), 367(a), 354, and 358.**

18 Can any resulting loss be recognized? ▶ **No.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **Please see pages 64-71 of the Transocean Ltd. Form S-4/A filed with the Securities and Exchange Commission on September 30, 2016, for further general U.S. tax consequences of the Merger.**

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.
Signature ▶  Date ▶ 14 December 2016
Print your name ▶ **Stephen L Hayes** Title ▶ **SVP - Tax**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	