

PACIFIC DRILLING S.A.

FORM 6-K (Report of Foreign Issuer)

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Industry	Oil Well Services & Equipment
Sector	Energy
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: April 10, 2013

Commission File Number 001-35345

PACIFIC DRILLING S.A.

37, rue d'Anvers
L-1130 Luxembourg
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): .

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form, is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Information Contained in the Form 6-K Report

Attached to this report on Form 6-K as Exhibit 99.1 is the Notice of Annual General Meeting of Shareholders and proxy statement of Pacific Drilling S.A. (“the Company”) in connection with the Company’s Annual General Meeting of Shareholders to be held on May 13, 2013 (the “General Meeting”).

Attached to this report on Form 6-K as Exhibit 99.2 is the proxy card relating to the General Meeting, which was mailed to shareholders of the Company on or around April 10, 2013.

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.

Pacific Drilling S.A.
(Registrant)

Dated: April 10, 2013

By /s/ Kinga E. Doris

Kinga E. Doris

Vice President, General Counsel and Secretary

EXHIBIT INDEX

The following exhibit is filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Notice of Annual General Meeting of Shareholders and Proxy Statement
99.2	Annual General Meeting Proxy Card

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**OF****PACIFIC DRILLING S.A.***Société anonyme***Registered Office : 37 rue d'Anvers, L'1130 Luxembourg****R.C.S. Luxembourg B 159.658****13 May 2013**

Dear Shareholders:

The Board of Directors of Pacific Drilling S.A. (the “**Board**”) is pleased to invite you to attend the Annual General Meeting of Shareholders of Pacific Drilling S.A. (the “**Company**”) to be held on 13 May 2013 at 10:00 a.m. Central European Time at the registered office of the Company in Luxembourg with the following agenda:

AGENDA

1. Approval of the stand alone unconsolidated annual accounts of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with Luxembourg Generally Accepted Accounting Principles and the laws and regulations of the Grand-Duchy of Luxembourg (the “**Annual Accounts**”);
2. Approval of the consolidated financial statements of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with United States Generally Accepted Accounting Principles (the “**Consolidated Financial Statements**”);
3. Allocation of the net result shown in the Annual Accounts for the financial period from 1 January 2012 to 31 December 2012;
4. Discharge to the directors of the Company in relation to the financial period from 1 January 2012 to 31 December 2012;
5. Appointment of Robert A. Schwed to serve as a member of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014 and re-appointment of the following members of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014: Ron Moskovitz, Christian J. Beckett, Laurence N. Charney, Jeremy Asher, Paul Wolff, Elias Sakellis and Cyril Ducau;
6. Approval of compensation of the members of the Board; and
7. Re-appointment of KPMG Luxembourg, *Réviseur d'entreprises agréé*, as independent auditor of the Company until the Annual General Meeting of the shareholders of the Company to be held in 2014.

Copies of the Annual Accounts and of the Consolidated Financial Statements together with the relevant management and audit reports shall be made available (i) on the Company's website at www.pacificdrilling.com and (ii) at the registered office of the Company during normal business hours, fifteen (15) days before the Annual General Meeting and shall remain available until the date of the Annual General Meeting. Copies of the Annual Accounts and of the Consolidated Financial Statements and the relevant management and audit reports shall also be sent to the registered shareholders in accordance with article 73 of the Law.

Luxembourg, 1 April 2013

/s/ Christian J. Beckett

Christian J. Beckett

Executive Director and Chief Executive Officer

Notes:

1. *The Board has fixed the close of business on 1 April 2013 as the record date for the determination of the shareholders entitled to vote at the Annual General Meeting or any adjournment thereof.*
2. *At the Annual General Meeting, each of the proposed resolutions shall be adopted by a simple majority vote and each share is entitled to one vote.*
3. *No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Company, to reach the Registered Office by not later than five (5) business days before the time for holding the meeting. A shareholder may grant a written proxy or power of attorney to another person, shareholder or otherwise, in order to be represented at the meeting.*
4. *A Form of Proxy is enclosed for use by holders of shares registered in The Norwegian Central Securities Depository in connection with the business set out above and should be returned to DNB Bank ASA, Registrars Dept., Stranden 21, 0021 Oslo, Norway or alternatively sent by facsimile (+47) 22 94 90 20 within the aforementioned date and time. Holders of shares registered in the United States should vote according to the separate voting instructions provided.*

The following information is applicable to holders of shares registered in the United States only:

We are pleased to take advantage of the U.S. Securities and Exchange Commission (the “**SEC**”) rule allowing companies to furnish proxy materials to their shareholders via the internet. We believe that this ***e-proxy process will expedite shareholders’ receipt of proxy materials*** and lower the costs and reduce the environmental impact of our Annual General Meeting. Accordingly, we have mailed to our shareholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached proxy statement and how to vote online.

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. TO VOTE YOUR SHARES, IF YOU ARE A SHAREHOLDER REGISTERED IN THE UNITED STATES YOU CAN USE THE INTERNET AS DESCRIBED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND ON YOUR PROXY CARD; CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED ON YOUR PROXY CARD; OR COMPLETE, SIGN AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.

**INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL
GENERAL MEETING OF SHAREHOLDERS (THE “MEETING”) OF PACIFIC
DRILLING S.A.**

Company Proposals

PROPOSALS 1, 2, 3, 4, 5, 6 and 7

- 1.** Approval of the stand alone unconsolidated annual accounts of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with Luxembourg Generally Accepted Accounting Principles and the laws and regulations of the Grand-Duchy of Luxembourg (the **Annual Accounts**);

The Board of Directors of the Company recommends that the Annual Accounts be approved, after due consideration of the report from the independent auditor on such Annual Accounts.

*The Annual Accounts together with the report of the independent auditor on such Annual Accounts shall be made available (i) on the Company’s website at www.pacificdrilling.com and (ii) at the registered office of the Company fifteen (15) days before the Annual General Meeting and shall remain available until the date of the Annual General Meeting. Copies of the Annual Accounts and the relevant audit report shall also be sent to the registered shareholders in accordance with article 73 of the Luxembourg law of 10th August 1915 on commercial companies (the **Law**).*
- 2.** Approval of the consolidated financial statements of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with United States Generally Accepted Accounting Principles (the **Consolidated Financial Statements**);

The Board of Directors of the Company recommends that the Consolidated Financial Statements be approved, after due consideration of the reports from each of the Board and the independent auditor on such Consolidated Financial Statements.

The Consolidated Financial Statements together with the reports from each of the Board and the independent auditor on such Consolidated Financial Statements shall be made available (i) on the Company’s website at www.pacificdrilling.com and (ii) at the registered office of the Company fifteen (15) days before the Annual General Meeting and shall remain available until the date of the Annual General Meeting. Copies of the Consolidated Financial Statements and the reports from each of the Board and the independent auditor shall also be sent to the registered shareholders in accordance with article 73 of the Law.
- 3.** Allocation of the net result shown in the Annual Accounts for the financial period from 1 January 2012 to 31 December 2012;

The Annual Accounts show a loss and it is proposed that such loss be carried forward.

4. Discharge to the directors of the Company in relation to the financial period from 1 January 2012 to 31 December 2012;

In accordance with the Law, upon approval of the Company's Annual Accounts and Consolidated Financial Statements, the Annual General Meeting must vote as to whether those who were members of the Board during the year 2012, shall be discharged from any liability in connection with the management of the Company's affairs during such period.

The Board recommends that the shareholders approve granting discharge to all the Directors.

5. Appointment of Robert A. Schwed to serve as a member of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014 and re-appointment of the following members of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014: Ron Moskovitz, Christian J. Beckett, Laurence N. Charney, Jeremy Asher, Paul Wolff, Elias Sakellis and Cyril Ducau.

The Board has proposed that the size of the Board be increased from seven (7) to eight (8) members and has nominated Robert A. Schwed to serve as a member of the Board of Directors. Mr. Schwed meets the independence standards for directors established by the SEC and by the New York Stock Exchange.

Mr. Schwed, age 64, has approximately 40 years of experience working with private equity firms and their portfolio companies in corporate finance transactions. Since 2002, Mr. Schwed has been a partner in the Corporate Practice Group of the international law firm Wilmer Cutler Pickering Hale and Dorr LLP. From 1982 until 2002, Mr. Schwed was a partner of Reboul MacMurray, a New York law firm specializing in private equity and venture capital matters. Since 2009, Mr. Schwed has served as an Adjunct Professor at the George Washington University School of Law. Mr. Schwed holds a Bachelor of Arts in Economics from Williams College and a Juris Doctorate from Harvard Law School.

As provided in the Company's Articles of Association, each Director is elected pursuant to a general meeting of our shareholders. If the office of a Director becomes vacant, the other members of our Board of Directors, acting by a simple majority, may fill the vacancy on a provisional basis until a new director is appointed at the next general meeting of shareholders.

The mandate of all current Directors comes to an end at this Annual General Meeting in accordance with the terms of their election. The members of the Board of Directors stand for re-election to the Board of Directors for a term ending at the annual general meeting to be held in 2014 approving the annual accounts for the year ending 2013. Please refer to the Company's 2012 Annual Report on Form 20-F as filed with the SEC on February 28, 2013 for certain biographical information of each of the current Directors.

The Board recommends that the shareholders approve the appointment of Robert A. Schwed and re-appointment of each of the current Directors.

6. Approval of compensation of the members of the Board.

The compensation of the Company's directors is approved annually at the Annual General Meeting.

It is proposed that the Company's independent directors (Messrs. Asher, Charney, Schwed and Wolff) each receive (i) an annual retainer of \$40,000 USD and (ii) an annual equity award valued at \$80,000 USD to be granted in restricted stock units. It is further proposed that all newly appointed independent directors receive a one-time 'appointment' equity award valued at \$100,000 USD to be granted in stock options.

It is proposed that the Company's non-independent directors (Messrs. Moskovitz, Ducau and Sakellis) each receive an annual retainer of \$40,000 USD paid directly to the Quantum Pacific Group.

It is proposed that the following additional fees be paid, as applicable:*

<i>Audit Committee Chair Annual Retainer</i>	<i>\$ 15,000</i>
<i>Compensation Committee Chair Annual Retainer</i>	<i>\$ 10,000</i>
<i>Audit Committee Member Annual Retainer</i>	<i>\$ 5,000</i>
<i>Compensation Committee Member Annual Retainer</i>	<i>\$ 5,000</i>
<i>Board Member Per Meeting Fee</i>	<i>\$ 1,750</i>
<i>Audit Committee Member Per Meeting Fee</i>	<i>\$ 1,500</i>
<i>Compensation Committee Member Per Meeting Fee</i>	<i>\$ 1,500</i>

** Any fees earned by the Company's non-independent directors shall be paid directly to the Quantum Pacific Group.*

Members of the Board who are also Company employees do not receive any additional compensation for their service on the Board. The Company believes that its director fee structure is customary and reasonable for companies of its kind and consistent with that of its peers and similarly situated companies in the industry in which the Company operates.

7. Re-appointment of KPMG Luxembourg, *Réviseur d'entreprises agréé*, as independent auditor of the Company until the Annual General Meeting of the shareholders of the Company to be held in 2014.

It is proposed that KPMG Luxembourg be re-appointed as independent auditor of the Company for a term ending on the date of the Annual General Meeting of shareholders of the Company to be held in 2014.

The Board recommends that the shareholders approve the re-appointment of KPMG Luxembourg.

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the Annual General Meeting other than that stated in the Notice of Annual General Meeting.

PROXY FORM

PACIFIC DRILLING S.A. (the “Company”)

Proxy Solicited for Annual General Meeting 13 May 2013

The undersigned hereby authorise DNB Bank ASA to constitute and appoint any director, Chief Financial Officer or Secretary of the Company or any employee of Centralis (Luxembourg) or any lawyer of Elvinger, Hoss & Prussen of Luxembourg each acting under his/her sole signature, to represent the undersigned at the *Annual* General Meeting of shareholders of the Company to be held at *37 rue d’Anvers, L-1130 Luxembourg* on 13 May 2013 at *10:00 a.m.* (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of Annual General Meeting issued by the Company on or around 2 April 2013 and to vote on the items set forth below in accordance with the instructions set out below taking into account the Company Proposals.

Please mark your votes as in this example.

Item	Resolutions	For	Against	Abstain
1.	Approval of the stand alone unconsolidated annual accounts of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with Luxembourg Generally Accepted Accounting Principles and the laws and regulations of the Grand-Duchy of Luxembourg (the Annual Accounts);			
2.	Approval of the consolidated financial statements of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with United States Generally Accepted Accounting Principles (the Consolidated Financial Statements);			
3.	Allocation of the net result shown in the Annual Accounts for the financial period from 1 January 2012 to 31 December 2012;			
4.	Discharge to the directors of the Company in relation to the financial period from 1 January 2012 to 31 December 2012;			
5.	Appointment of Robert A. Schwed to serve as a member of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014 and re-appointment of the following members of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014:			
5.1	Ron Moskovitz			
5.2.	Christian J. Beckett			
5.3.	Laurence N. Charney			

5.4.	Jeremy Asher			
5.5.	Paul Wolff			
5.6.	Elias Sakellis			
5.7.	Cyril Ducau			
6.	Approval of compensation of the members of the Board;			
7.	Re-appointment of KPMG Luxembourg, <i>Réviseur d'entreprises agréé</i> , as independent auditor of the Company until the Annual General Meeting of the shareholders of the Company to be held in 2014.			

Signature(s) _____ Date: _____

Note: Please sign exactly as name appears above, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: _____

PACIFIC DRILLING S.A.
 ANNUAL GENERAL MEETING FOR HOLDERS AS OF 4/1/13
 TO BE HELD ON 5/13/13

Your vote is important. Thank you for voting.

Read the Proxy Statement and have the voting instruction form below at hand. Please note that the telephone and Internet voting turns off at 9:00 am ET on 5/8/13.

To vote by Internet

- 1) Go to website www.proxyvote.com.
- 2) Follow the instructions provided on the website.

To vote by Telephone

- 1) Call 1-800-454-8683.
- 2) Follow the instructions.

To vote by Mail

- 1) Check the appropriate boxes on the voting instruction form below.
- 2) Sign and date the voting instruction form.
- 3) Return the voting instruction form in the envelope provided.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M58025-P39228

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting. The following material is available at www.proxyvote.com: Proxy Statement

PLEASE "X" HERE ONLY IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON

Agenda and Proposals:	For	Against	Abstain		For	Against	Abstain
1. Approval of the stand alone unconsolidated annual accounts of the Company for the financial period from 1 January 2012 to 31 December 2012, prepared in accordance with Luxembourg Generally Accepted Accounting Principles and the laws and regulations of the Grand-Duchy of Luxembourg (the Annual Accounts);	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5a. Ron Moskovitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				5b. Christian J. Beckett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				5c. Laurence N. Charney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the consolidated financial statements of the Company for the financial period from 1 January 2012 to 31 December 2012 prepared in accordance with United States Generally Accepted Accounting Principles (the Consolidated Financial Statements);	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5d. Jeremy Asher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				5e. Paul Wolff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Allocation of the net result shown in the Annual Accounts for the financial period from 1 January 2012 to 31 December 2012;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5f. Elias Sakellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				5g. Cyril Ducau	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge to the directors of the Company in relation to the financial period from 1 January 2012 to 31 December 2012;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Approval of compensation of the members of the Board;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Robert A. Schwed to serve as a member of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014 and re-appointment of the following members of the Board of Directors for a term ending at the annual general meeting of the Company to be held in 2014:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Re-appointment of KPMG Luxembourg, <i>Réviseur d'entreprises agréé</i> , as independent auditor of the Company until the Annual General Meeting of the shareholders of the Company to be held in 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Signature [PLEASE SIGN WITHIN BOX]	Date
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