

**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: May 2, 2016

Commission File Number 001-35345

PACIFIC DRILLING S.A.

**8-10, Avenue de la Gare
L-1610 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 THIS 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 May 24, 2016 (the "AGM").

Attached to this report on Form 6-K as Exhibit 99.2 are the proxy cards relating to the AGM, which are being mailed to shareholders.

Attached to this report on Form 6-K as Exhibit 99.3 is the Notice of Extraordinary General Meeting of Shareholders and Proxy Statement of the Company in connection with the Company's Extraordinary General Meeting to be held on May 24, 2016 (the "EGM").

Attached to this report on Form 6-K as Exhibit 99.4 are the proxy cards relating to the EGM, which are being mailed to shareholders.

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: May 2, 2016

By /s/ Lisa Manget Buchanan

Lisa Manget Buchanan
SVP, General Counsel & 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
99.2	Proxy Cards for Annual General Meeting
99.3	Notice of Extraordinary General Meeting
99.4	Proxy Cards for Extraordinary General Meeting

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
PACIFIC DRILLING S.A.
Société anonyme

Registered Office : 8-10 Avenue de la Gare, L-1610 Luxembourg
R.C.S. Luxembourg B 159.658
24 May 2016

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 (the **AGM**) of Pacific Drilling S.A. (the **Company**) to be held on 24 May 2016 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 audited and unconsolidated annual accounts of the Company for the financial period from 1 January 2015 to 31 December 2015 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 2015 to 31 December 2015 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 2015 to 31 December 2015;
 4. Discharge to the directors of the Company in relation to the financial period from 1 January 2015 to 31 December 2015;
 5. Re-appointment of the following members of the Board for a term ending at the annual general meeting of the Company to be held in 2017: Jeremy Asher, Christian J. Beckett, Laurence N. Charney, Cyril Ducau, Sami Iskander, Ron Moskovitz, Elias Sakellis, Robert A. Schwed, and Paul Wolff;
 6. Approval of compensation of the members of the Board;
 7. Ratification and approval of the Indemnity Agreements entered into with each of the members of the Board; and
 8. Re-appointment of KPMG Luxembourg, *Réviseur d'entreprises agréé* , as independent auditor of the Company until the AGM of the shareholders of the Company to be held in 2017.
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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 in the "Events & Presentations" subsection of the "Investor Relations" section; and (ii) at the registered office of the Company during normal business hours, beginning fifteen (15) days before the AGM until the date of the AGM. 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 Luxembourg law of 10th August 1915 on commercial companies, as amended (the **Law**).

Luxembourg, 2 May 2016

/s/ Christian J. Beckett

Christian J. Beckett

Executive Director and Chief Executive Officer

Notes:

1. *The Board has fixed the close of business on 8 April 2016 as the record date for the determination of the shareholders entitled to vote at the AGM or any adjournment thereof.*
2. *At the AGM, 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 the meeting is held. 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., P.O. Box 1600 Sentrum, 0021 Oslo, Norway or alternatively by e-mail vote@dnb.no within the aforementioned date and time. Holders of shares registered in the United States should vote according to the separate voting instructions provided.*

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY.

IF YOU ARE A SHAREHOLDER REGISTERED IN THE UNITED STATES , TO VOTE YOUR SHARES, YOU CAN (1) USE THE INTERNET AS DESCRIBED ON YOUR PROXY CARD; (2) CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED ON YOUR PROXY CARD; OR (3) 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, 7 and 8

1. Approval of the stand alone audited and unconsolidated annual accounts of the Company for the financial period from 1 January 2015 to 31 December 2015 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 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 in the “Events & Presentations” subsection of the “Investor Relations” section; and (ii) at the registered office of the Company beginning fifteen (15) days before the Annual General Meeting 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 2015 to 31 December 2015 prepared in accordance with United States Generally Accepted Accounting Principles (the **Consolidated Financial Statements**);

The Board 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 in the “Events & Presentations” subsection of the “Investor Relations” section; and (ii) at the registered office of the Company beginning fifteen (15) days before the AGM until the date of the AGM. 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 2015 to 31 December 2015;
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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 2015 to 31 December 2015;

In accordance with the Law, upon approval of the Company's Annual Accounts and Consolidated Financial Statements, the shareholders must vote as to whether those who were members of the Board during the year 2015 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. Re-appointment of the following members of the Board of Directors for a term ending at the AGM of the Company to be held in 2017: Jeremy Asher, Christian J. Beckett, Laurence N. Charney, Cyril Ducau, Sami Iskander, Ron Moskovitz, Elias Sakellis, Robert A. Schwed, and Paul Wolff;

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 AGM 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 AGM to be held in 2017. Please refer to the Company's 2015 Annual Report on Form 20-F as filed with the SEC on March 1, 2016 for certain biographical information of each of the current Directors.

The Board of Directors recommends that the Shareholders approve the 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, Iskander, Schwed and Wolff) each receive (i) an annual retainer of \$36,000 USD and (ii) a cash award of \$80,000 USD in lieu of an equity award in 2016.

It is proposed that the Company's non-independent directors (Messrs. Moskovitz, Ducau and Sakellis) each receive an annual retainer of \$36,000 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>Security Committee Member Annual Retainer</i>	<i>\$5,000</i>
<i>Nomination Committee Member Annual Retainer</i>	<i>\$5,000</i>
<i>Board Meeting Fee</i>	<i>\$1,750</i>
<i>Committee 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.

The Board of Directors recommend that the shareholders approve the compensation of the Company's Directors as proposed.

7. Ratification and approval of the Indemnity Agreements entered into with each of the members of the Board.

The Board previously resolved to approve a form indemnity agreement and authorized the Company to enter into and execute indemnity agreements with each member of the Board, with effect as of January 1, 2016, subject to the ratification and approval of such Indemnity Agreements by the Company's shareholders at the Company's AGM.

It is proposed that the shareholders ratify the Company's entry into the Indemnity Agreements with each member of the Board.

The Board of Directors recommends that the shareholders approve the ratification of the Company's entry into the Indemnity Agreements with each of the Directors.

8. Re-appointment of KPMG Luxembourg, Réviseur d'entreprises agréé , as independent auditor of the Company until the AGM of the shareholders of the Company to be held in 2017.

It is proposed that KPMG Luxembourg be re-appointed as independent auditor of the Company for a term ending on the date of the AGM of shareholders of the Company to be held in 2017.

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

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the AGM 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 24 May 2016**

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 S.A. (Luxembourg) or any lawyer of Wildgen, *Partners in Law*, 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 8-10 Avenue de la Gare, L-1610 Luxembourg on 24 May 2016 at 10:00 a.m. (Central European 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 May 2016 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 audited and unconsolidated annual accounts of the Company for the financial period from 1 January 2015 to 31 December 2015 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 2015 to 31 December 2015 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 2015 to 31 December 2015.			
4.	Discharge to the directors of the Company in relation to the financial period from 1 January 2015 to 31 December 2015.			
5.	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 2017 approving the annual accounts for the year ending 2016:			
5.1	Jeremy Asher			
5.2.	Christian J. Beckett			

5.3.	Laurence N. Charney			
5.4.	Cyril Ducau			
5.5.	Sami Iskander			
5.6.	Ron Moskovitz			
5.7.	Elias Sakellis			
5.8.	Robert A. Schwed			
5.9.	Paul Wolff			
6.	Approval of compensation of the members of the Board.			
7.	Ratification and approval of the Indemnity Agreements entered into with each of the members of the Board.			
8.	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 2017.			

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 4/8/16
TO BE HELD ON 5/24/16**

Your vote is important. Thank you for voting.

read the Proxy Statement and have the voting instructor form enclosed herein. Please note that the telephone and Internet voting turns off at 11:59 p.m. LT on May 15, 2016.

Vote by Internet: www.pdrystate.com

Vote by Phone: 1-877-454-8083

Vote by Mail: Use the envelope enclosed

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

10629-02 0/09

Options to Access or Research the Availability of Proxy Materials for the Shareholder Meeting. The following material is available at www.pdrystate.com. See enclosed Proxy Statement.

PLEASE PRINT IF YOU ARE AN INDIVIDUAL ATTENDING THE MEETING AND VOTE THESE SHARES IN PERSON

	For	Against	Abstain		For	Against	Abstain
1. Approval of the Consolidated audited and unaudited annual accounts of the Company for the financial period from 1 January 2015 to 31 December 2015 prepared in accordance with Luxembourg General 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"/>	5.5. Sami Leander	<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 2015 to 31 December 2015 prepared in accordance with Luxembourg General Accepted Accounting Principles (the Consolidated Financial Statements)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5.6. Ron Mathewz	<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 2015 to 31 December 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5.7. Ole Seifels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge of the directors of the Company in relation to the financial period from 1 January 2015 to 31 December 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5.8. Robert A. Surved	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Reappointment of the following members of the Board of Directors for a term ending at the Annual General Meeting of the Company to be held on 7/7/16, approving the annual accounts for the year ending 2015:				5.9. Rajiv P	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1. Jeanne Adler	<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"/>
5.2. Christian J. Racoff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Ratification and approval of the Incentive Agreements entered into with each of the members of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3. Laurence H. Charney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Reappointment of 8746 Luxembourg, P&G Luxembourg, as independent auditor of the Company and the Annual General Meeting of the Shareholders of the Company to be held in 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4. Carl Duss	<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 IN BLUE OR BLACK INK)

Date

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
PACIFIC DRILLING S.A.**

Société anonyme

Registered Office: 8-10 Avenue de la Gare, L-1610 Luxembourg
R.C.S. Luxembourg B 159.658

Dear Shareholders:

The Board of Directors (the **Board**) of Pacific Drilling S.A. (the **Company**) hereby provides notice that an Extraordinary General Meeting of Shareholders of the Company (the **EGM**) will be held in Luxembourg on May 24, 2016 at 3:00 p.m. Central European Time with the following agenda:

AGENDA

1. In order to effect a reorganization of the Company's share capital, approve and effect a reverse stock split of the issued shares of the Company by exchanging 10 existing shares of the Company against 1 new share (the **Reverse Stock Split**), and consequently, exchange all of the 225,510,784 shares in the Company against 22,551,078 new shares, to be effective as of May 24, 2016 (the **Effective Date**);
 2. Cancel an amount corresponding to the aggregate accounting par value of all the fractional interests resulting from the Reverse Stock Split and reimburse the owners of fractional interests in an amount in cash equal to the fractional proportion of the share multiplied by the closing share price of the shares as quoted on the New York Stock Exchange (the **NYSE**) on the Effective Date;
 3. Subject to items 1 and 2 above being adopted, reduce the issued share capital of the Company from its current amount of Two Million Two Hundred Fifty Five Thousand One Hundred and Seven United States Dollars (USD 2,255,107) to an amount of Two Hundred Twenty Five Thousand Five Hundred and Ten United States Dollars (USD 225,510) and cancel 202,959,706 shares in the Company;
 4. Subject to items 1 to 3 above being adopted, amend article 5.1 of the articles of association of the Company (the **Articles**), to read as follows:

5.1. "The share capital is set at Two Hundred Twenty Five Thousand Five Hundred Ten United States Dollars (USD 225,510) represented by Twenty Two Million Five Hundred Fifty One Thousand and Seventy Eight (22,551,078) shares in registered form, without nominal value."
 5. Subject to items 1 to 4 above being adopted and in accordance with item 2 above, further reduce the issued share capital of the Company by an amount resulting from the cancellation
-

of all the fractional interests resulting from the Reverse Stock Split and delegate the power and instruct the Board to record by way of notarial deed the final amount of the foregoing capital reduction within one (1) month of the Effective Date; and

6. Authorize any director or officer of the Company in office from time to time, or any lawyer of the Luxembourg law firm Wildgen, Partners in Law, (each an **Authorized Person** , and collectively, the **Authorized Persons**) each of them acting alone and with full power of substitution, for and on behalf of the Company, to take any such action and execute any such documents as may be required or useful for the implementation of the reorganization of the share capital of the Company and in particular the Reverse Stock Split of the issued shares of the Company as well as (without limitation) the resolutions to be taken on the basis of the present agenda and in particular to proceed to and carry out any required formalities in Luxembourg as well as in the United States of America or any other jurisdiction where necessary and ratify any action taken by any Authorized Person with respect to the EGM (including only for the Authorized Persons who are directors of the Company, the approval of the final documents and execution of the convening notices for the EGM).

Luxembourg, May 2, 2016

/s/ Christian J. Beckett

Christian J. Beckett

Executive Director, Chief Executive Officer

Notes:

- 1. The Board has fixed the close of business on April 22, 2016 as the record date for the determination of the shareholders entitled to vote at the extraordinary general meeting or any adjournment thereof.*
- 2. At the extraordinary general meeting, provided a quorum of the holders of at least one-half of the share capital is represented, the proposed resolutions shall be adopted by at least two-thirds of the votes cast. 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 three (3) business days before the time the meeting is held. 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 Department, P.O. Box 1600, 0021 Oslo, Norway or alternatively by e-mail vote@dnb.no within the aforementioned date and time. Holders of shares registered in the United States should vote according to the separate voting instructions provided.*

IF YOU ARE A SHAREHOLDER REGISTERED IN THE UNITED STATES , TO VOTE YOUR SHARES, YOU CAN (1) USE THE INTERNET AS DESCRIBED ON YOUR PROXY CARD; (2) CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED ON YOUR PROXY CARD; OR (3) COMPLETE, SIGN AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.

**INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF
PACIFIC DRILLING S.A.**

COMPANY PROPOSALS

PROPOSAL 1 – APPROVAL

The Board has considered the reorganization of the issued share capital of the Company in connection with the Reverse Stock Split, and the subsequent exchange of all of the existing 225,510,784 shares in the Company against 22,551,078 new shares.

*The Board recommends that the shareholders approve the reorganization of the issued share capital, the Reverse Stock Split at the exchange ratio of 10 existing shares of the Company to 1 new share, and the subsequent exchange of all of the existing 225,510,784 shares in the Company against 22,551,078 new shares, effective as of May 24, 2016 (the **Effective Date**).*

PROPOSAL 2 – APPROVAL

The Board has considered the cancellation of all of the fractional interests resulting from the Reverse Stock Split and reimbursement to all of the owners of such fractional interests in an amount in cash equal to the fractional proportion of the share multiplied by the closing share price of the shares as quoted on the NYSE on the Effective Date.

The Board recommends that the shareholders approve the cancellation of all of the fractional interests resulting from the Reverse Stock Split and reimbursement to the owner of such fractional interests in an amount in cash equal to the fractional proportion of the share multiplied by the closing share price of the shares as quoted on the NYSE on the Effective Date.

PROPOSAL 3 – APPROVAL

The Board has considered, subject to the approval of the Reverse Stock Split and cancellation of the resulting fractional shares, the corresponding reduction of the issued share capital of the Company.

The Board recommends that, subject to the approval of Proposals 1 and 2, the shareholders approve the reduction of the issued share capital of the Company from its current amount of Two Million Two Hundred Fifty Five Thousand One Hundred and Seven United States Dollars (USD 2,255,107) to an amount of Two Hundred Twenty Five Thousand Five Hundred and Ten United States Dollars (USD 225,510) and the cancellation of 202,959,706 shares in the Company.

PROPOSAL 4 – APPROVAL

The Board has considered an amendment to the Articles to reflect the aforementioned resolution.

The Board recommends that, subject to the approval of Proposals 1, 2 and 3, the shareholders approve the amendment of article 5.1 of the Articles to read as follows:

“5.1. “The share capital is set at Two Hundred Twenty Five Thousand Five Hundred Ten United States Dollars (USD 225,510) represented by Twenty Two Million Five Hundred Fifty One Thousand and Seventy Eight (22,551,078) shares in registered form, without nominal value.”

PROPOSAL 5 – APPROVAL

The Board has considered the further reduction of the issued share capital of the Company by the amount resulting from the cancellation of all of the fractional interests resulting from the Reverse Stock Split and the delegation of power and instruction to the Board to record by way of notarial deed the final amount of the foregoing capital reduction within one (1) month of the Effective Date.

The Board recommends that the shareholders approve the further reduction of the issued share capital of the Company by the amount resulting from the cancellation of all the fractional interests resulting from the Reverse Stock Split and the delegation of power and instruction to the Board to record by way of notarial deed the final amount of the foregoing capital reduction within one (1) month of the Effective Date.

PROPOSAL 6 – APPROVAL

*The Board recommends that the shareholders approve the authorization to any director or officer of the Company in office from time to time, or any lawyer of the Luxembourg law firm Wildgen, Partners in Law, (each an **Authorized Person** , and collectively, the **Authorized Persons**) each of them acting alone and with full power of substitution, for and on behalf of the Company, to take any such action and execute any such documents as may be required or useful for the implementation of the reorganization of the share capital of the Company and in particular the Reverse Stock Split of the issued shares of the Company as well as (without limitation) the resolutions to be taken on the basis of the present agenda and in particular to proceed to and carry out any required formalities in Luxembourg as well as in the United States of America or any other jurisdiction where necessary and ratify any action taken by any Authorized Person with respect to the EGM (including only for the Authorized Persons who are directors of the Company, the approval of the final documents and execution of the convening notices for the EGM).*

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the EGM other than that stated in this notice of EGM.

PROXY FORM**PACIFIC DRILLING S.A. (the “Company”)****Proxy Solicited for Extraordinary General Meeting on May 24, 2016**

The undersigned hereby authorize(s) DNB Bank ASA to constitute and appoint any director, Chief Financial Officer or Secretary of the Company, any employee of Centralis (Luxembourg) or any lawyer of Wildgen, *Partners in Law*, with offices in Luxembourg each acting under his/her sole signature, to represent the undersigned at the extraordinary general meeting of shareholders of the Company to be held at *8-10 Avenue de la Gare, L-1610 Luxembourg* at 3:00 p.m. (local time) or any adjournment thereof, for the purposes set forth below and in the notice of extraordinary general meeting issued by the Corporation on or around May 2, 2016.

Please mark your votes as in this example.

Item	Resolutions	FOR	AGAINST	ABSTAIN
1.	In order to effect a reorganization of the Company’s share capital, approve and effect a reverse stock split of the issued shares of the Company by exchanging 10 existing shares of the Company against 1 new share (the Reverse Stock Split), and consequently, exchange all of the 225,510,784 shares in the Company against 22,551,078 new shares, to be effective as of May 24, 2016 (the Effective Date);			
2.	Cancel an amount corresponding to the aggregate accounting par value of all the fractional interests resulting from the Reverse Stock Split and reimburse the owners of fractional interests in an amount in cash equal to the fractional proportion of the share multiplied by the closing share price of the shares as quoted on the NYSE on the Effective Date;			
3.	Subject to items 1 and 2 above being adopted, reduce the issued share capital of the Company from its current amount of Two Million Two Hundred Fifty Five Thousand One Hundred and Seven United States Dollars (USD 2,255,107) to an amount of Two Hundred Twenty Five Thousand Five Hundred and Ten United States Dollars (USD 225,510) and cancel 202,959,706 shares in the Company;			

4.	<p>Subject to items 1 to 3 above being adopted, amend article 5.1 of the articles of association of the Company (the Articles), to read as follows:</p> <p><i>5.1. "The share capital is set at Two Hundred Twenty Five Thousand Five Hundred Ten United States Dollars (USD 225,510) represented by Twenty Two Million Five Hundred Fifty One Thousand and Seventy Eight (22,551,078) shares in registered form, without nominal value."</i></p>			
5.	<p>Subject to items 1 to 4 above being adopted and in accordance with item 2 above, further reduce the issued share capital of the Company by an amount resulting from the cancellation of all of the fractional interests resulting from the Reverse Stock Split and delegate the power and instruct the Board to record by way of notarial deed the final amount of the foregoing capital reduction within one (1) month of the Effective Date.</p>			
6.	<p>Authorize any director or officer of the Company in office from time to time, or any lawyer of the Luxembourg law firm Wildgen, Partners in Law, (each an Authorized Person , and collectively, the Authorized Persons) each of them acting alone and with full power of substitution, for and on behalf of the Company, to take any such action and execute any such documents as may be required or useful for the implementation of the reorganization of the share capital of the Company and in particular the Reverse Stock Split of the issued shares of the Company as well as (without limitation) the resolutions to be taken on the basis of the present agenda and in particular to proceed to and carry out any required formalities in Luxembourg as well as in the United States of America or any other jurisdiction where necessary and ratify any action taken by any Authorized Person with respect to the EGM (including only for the Authorized Persons who are directors of the Company, the approval of the final documents and execution of the convening notices for the EGM).</p>			

Signature(s): ____ Date: ____

Name of shareholder in block letters: _____

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.
