

Transocean Ltd.
Form PRE 14A
March 01, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Transocean Ltd.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 - (3) Filing Party:
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March , 2010

Dear Shareholder:

The 2010 annual general meeting of Transocean Ltd. will be held on Friday, May 14, 2010 at 4:00 p.m., Swiss time, at the Parkhotel Zug, Industriestrasse 14, CH-6304 Zug, Switzerland. The invitation to the annual general meeting, the proxy statement and a proxy card are enclosed and describe the matters to be acted upon at the meeting.

It is important that your shares be represented and voted at the meeting whether you plan to attend or not. Please read the enclosed invitation and proxy statement and date, sign and promptly return the proxy card in the enclosed self-addressed envelope.

Sincerely,

Robert E. Rose
Chairman of the Board

Steven L. Newman
Chief Executive Officer

This invitation, proxy statement and the accompanying proxy card are first being mailed to our shareholders on or about March , 2010.

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**INVITATION TO ANNUAL GENERAL MEETING OF TRANSOCEAN LTD.
Friday, May 14, 2010
4:00 p.m., Swiss time,
at the Parkhotel Zug, Industriestrasse 14, CH-6304 Zug, Switzerland**

Agenda Items

- (1) **Approval of the 2009 Annual Report, including the Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2009 and the Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2009.
Proposal of the Board of Directors**

The Board of Directors proposes that the 2009 Annual Report, including the consolidated financial statements for fiscal year 2009 and the statutory financial statements for fiscal year 2009 be approved.

- (2) **Discharge of the Members of the Board of Directors and the Executive Officers for Fiscal Year 2009.
Proposal of the Board of Directors**

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the executive officers from liability for activities during fiscal year 2009.

- (3) **Appropriation of the Available Earnings for Fiscal Year 2009 to be Carried Forward.
Proposal of the Board of Directors**

The Board of Directors proposes that all available earnings of the Company be carried forward.

Appropriation of the Company's Available Earnings (in thousands)

	CHF
Balance brought forward from previous years	45
Net profit of the year	36,668
Total available earnings	36,713
Appropriation of available earnings	
Balance to be carried forward on this account	36,713

- (4) **Change of the Company's Place of Incorporation in Switzerland.
Proposal of the Board of Directors**

The Board of Directors proposes that the Company change its place of incorporation in Switzerland from Zug, Canton of Zug, Switzerland, to Steinhausen, Canton of Zug, Switzerland.

- (5) **Renewal of the Company's Authorized Share Capital.
Proposal of the Board of Directors**

The Board of Directors proposes that the Articles of Association be amended to renew the Company's authorized share capital until May 14, 2012.

- (6)

Distribution to Shareholders in the Form of a Par Value Reduction.

Proposal of the Board of Directors

The Board of Directors proposes approval of the resolution described under Proposal 6 with respect to the payment of a distribution to shareholders in the form of a par value reduction.

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(7)

Amendments to the Articles of Association to Reflect The Swiss Federal Act on Intermediated Securities.

Proposal of the Board of Directors

The Board of Directors proposes approval of the resolution described under Proposal 7 with respect to amendments to the Articles of Association to reflect The Swiss Federal Act on Intermediated Securities, which became effective as of January 1, 2010.

(8)

Election of Directors.

Proposal of the Board of Directors

The Board of Directors proposes that the nominee set forth below be elected as a Class II Director for a three-year term:

Steven L. Newman

The Board of Directors further proposes that the directors set forth below be reelected as Class II Directors for a three-year term:

Thomas W. Cason

Robert M. Sprague

J. Michael Talbert

John L. Whitmire

(9)

**Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2010 and Reelection of Ernst & Young Ltd., Zurich, as the Company's Auditor for a Further One-Year Term.
Proposal of the Board of Directors**

The Board of Directors proposes that Ernst & Young LLP be appointed as Transocean Ltd.'s independent registered public accounting firm for the fiscal year 2010 and that Ernst & Young Ltd., Zurich, be reelected as Transocean Ltd.'s auditor pursuant to the Swiss Code of Obligations for a further one-year term, commencing on the day of election at the 2010 annual general meeting and terminating on the day of the 2011 annual general meeting.

Organizational Matters

A copy of the proxy materials, including a proxy and admission card, has been sent to each shareholder registered in Transocean Ltd.'s share register as of March 15, 2010. Any additional shareholders who are registered in Transocean Ltd.'s share register on April 26, 2010 will receive a copy of the proxy materials after April 26, 2010. Shareholders not registered in Transocean Ltd.'s share register as of April 26, 2010 will not be entitled to attend, vote or grant proxies to vote at, the 2010 annual general meeting. No shareholder will be entered in Transocean Ltd.'s share register as a shareholder with voting rights between the close of business on April 26, 2010 and the opening of business on the day following the annual general meeting. BNY Mellon Shareowner Services, which maintains Transocean Ltd.'s share register, will, however, continue to register transfers of Transocean Ltd. shares in the share register in its capacity as transfer agent during this period.

Shareholders registered in Transocean Ltd.'s share register as of April 26, 2010 have the right to attend the annual general meeting and vote their shares, or may grant a proxy to vote on each of the proposals in this invitation and any other matter properly presented at the meeting for consideration to

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either Transocean Ltd. (as corporate proxy) or the independent representative, Rainer Hager, by marking the proxy card appropriately, executing it in the space provided, dating it and returning it either to:

Transocean Ltd.
Vote Processing
c/o Broadridge
51 Mercedes Way
Edgewood, NY 11717

or, if granting a proxy to the independent representative
Rainer Hager
Attorney-at-Law and Notary
Schweiger Advokatur/Notariat
Dammstrasse 19
CH-6300
Zug, Switzerland

We urge you to return your proxy card by 4 p.m. Eastern Daylight Time (EDT) on May 13, 2010 to ensure that your proxy card is timely submitted.

Shares of holders who have timely submitted a properly executed proxy card and specifically indicated their votes will be voted as indicated. Shares of holders who have timely submitted a properly executed proxy card and have not specifically indicated their votes (irrespective of whether a proxy has been granted to Transocean Ltd. or the independent representative or neither is specified) will be voted in the manner recommended by the Board of Directors and Transocean Ltd. will act as your proxy. Any proxy card marked to grant a proxy to both Transocean Ltd. (as corporate proxy) and the independent representative will be counted as a proxy granted to Transocean Ltd. only.

In the case of shareholders who have timely submitted a properly executed proxy card, if any other matters are properly presented at the meeting for consideration, Transocean Ltd. and the independent representative, as applicable, will, in the absence of specific instructions to the contrary, have the discretion to vote on these matters in the manner recommended by the Board of Directors.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee when voting their shares. Shareholders who hold their shares in the name of a bank, broker or other nominee and wish to vote in person at the meeting must obtain a valid proxy from the organization that holds their shares.

We may accept a proxy by any form of communication permitted by Swiss law and our articles of association.

Please note that shareholders attending the annual general meeting in person or by proxy are required to show their admission card on the day of the annual general meeting. In order to determine attendance correctly, any shareholder leaving the annual general meeting early or temporarily is requested to present such shareholder's admission card upon exit.

Proxy Holders of Deposited Shares

Institutions subject to the Swiss Federal Law on Banks and Savings Banks and professional asset managers who hold proxies for beneficial owners who did not grant proxies to Transocean Ltd. or the independent representative are kindly asked to inform Transocean Ltd. of the number and par value of the registered shares they represent as soon as possible, but no later than May 14, 2010, 12:00 p.m. Swiss time, at the admission office for the annual general meeting.

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Annual Report, Consolidated Financial Statements, Statutory Financial Statements

A copy of the 2009 Annual Report (including the consolidated financial statements for fiscal year 2009, the statutory financial statements of Transocean Ltd. for fiscal year 2009 and the audit reports on such consolidated and statutory financial statements) is available for physical inspection at Transocean Ltd.'s registered office c/o Reichlin & Hess, Rechtsanwälte, Hofstrasse 1A, CH-6300 Zug, Switzerland. Copies of these materials may be obtained without charge by contacting Eric B. Brown, our General Counsel, at our principal executive offices in Switzerland, c/o Transocean Management Ltd., Blandonnet International Business Center, Chemin de Blandonnet 2, Building F, 7th Floor, CH-1214 Vernier, Switzerland, telephone number +41 (22) 930-9000, or Investor Relations at our offices in the United States, at 4 Greenway Plaza, Houston, Texas 77046.

On behalf of the Board of Directors,

Robert E. Rose
Chairman of the Board

Zug, Switzerland
April , 2010

YOUR VOTE IS IMPORTANT

You may designate proxies to vote your shares by mailing the enclosed proxy card. Please review the instructions in the proxy statement and on your proxy card regarding voting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 14, 2010.

Our proxy statement and 2009 Annual Report are available at
<http://www.deepwater.com/proxymaterials.cfm>

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**PROXY STATEMENT
FOR ANNUAL GENERAL MEETING OF TRANSOCEAN LTD.
MAY 14, 2010**

INFORMATION ABOUT THE MEETING AND VOTING

This proxy statement is furnished in connection with the solicitation of proxies by Transocean Ltd., on behalf of our Board of Directors, to be voted at our annual general meeting to be held on May 14, 2010 at 4:00 p.m., Swiss time, at the Parkhotel Zug, Industriestrasse 14, CH-6304 Zug, Switzerland.

Proposals

At the annual general meeting, shareholders will be asked to vote upon the following:

Approval of the 2009 Annual Report, the consolidated financial statements of Transocean Ltd. for fiscal year 2009 and the statutory financial statements of Transocean Ltd. for fiscal year 2009.

Discharge of the members of the Board of Directors and the executive officers from liability for activities during fiscal year 2009.

Appropriation of available earnings for fiscal year 2009 to be carried forward.

Change of the Company's place of incorporation in Switzerland.

Renewal of the Company's authorized share capital.

Distribution to shareholders in the form of a par value reduction.

Amendments to the Articles of Association to reflect The Swiss Federal Act on Intermediated Securities.

Election of directors:

The following nominee is proposed to be elected as a Class II Director for a three-year term:

Steven L. Newman

Each of the directors set forth below is proposed to be reelected as a Class II Director for a three-year term:

Thomas W. Cason

Robert M. Sprague

J. Michael Talbert

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John L. Whitmire

Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2010 and reelection of Ernst & Young Ltd., Zurich, as the Company's auditor pursuant to the Swiss Code of Obligations for a further one-year term.

Quorum

Our articles of association provide that the presence of shareholders, in person or by proxy, holding at least a majority of the shares entitled to vote at the meeting constitutes a quorum for purposes of this annual general meeting. Abstentions and "broker nonvotes" will be counted as present for purposes of determining whether there is a quorum at the meeting.

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Record Date

Only shareholders of record on April 26, 2010 are entitled to notice of, to attend, and to vote or to grant proxies to vote at, the annual general meeting. No shareholder will be entered in Transocean Ltd.'s share register with voting rights between the close of business on April 26, 2010 and the opening of business on the day following the annual general meeting.

Votes Required

Approval of the proposal with respect to the 2009 Annual Report and the 2009 consolidated financial statements and 2009 statutory financial statements of Transocean Ltd. requires the affirmative vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Approval of the proposal to discharge the members of the Board of Directors and our executive officers from liability for activities during fiscal year 2009 requires the affirmative vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots. No member of the Board of Directors or Transocean executive officer has voting rights in relation to the proposal to discharge the members of the Board of Directors and our executive officers from liability for activities during fiscal year 2009.

Approval of the proposal for the appropriation of available earnings for fiscal year 2009 to be carried forward requires the affirmative vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Approval of the proposal to change the Company's place of incorporation in Switzerland requires the affirmative vote of two-thirds of the votes represented at the annual general meeting. An abstention or blank or invalid ballot will have the effect of a vote "against" this proposal.

Approval of the proposal to renew the Company's authorized share capital requires the affirmative vote of two-thirds of the votes represented at the annual general meeting. An abstention or blank or invalid ballot will have the effect of a vote "against" this proposal.

Approval of the proposal to authorize a distribution to shareholders in the form of a par value reduction requires the affirmative vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Approval of the proposal to amend the Articles of Association to reflect The Swiss Federal Act on Intermediated Securities requires the affirmative vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Approval of the proposal to elect one nominee and reelect four nominees named in the proxy statement as directors requires the affirmative vote of a plurality of the votes cast in person or by proxy at the annual general meeting. The plurality requirement means that the director nominee with the most votes for a board seat is elected to that board seat. You may vote "for" or "against" or "abstain" with respect to the election of each director. Only votes "for" or "against" are counted in determining whether a plurality has been cast in favor of a director. Abstentions and broker non-votes are not counted for purposes of the election of directors. As described later in this proxy statement, our Corporate Governance Guidelines set forth our procedures if a director nominee is elected but does not receive more votes cast "for" than "against" the nominee's election.

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Approval of the proposal to appoint Ernst & Young LLP as the Company's independent registered public accounting firm for 2010 and to reelect Ernst & Young Ltd. as the Company's auditor pursuant to the Swiss Code of Obligations for a further one-year term requires the affirmative vote of holders of a majority of the votes cast in person or by proxy at the annual general meeting on the proposal. Abstentions and blank or invalid ballots are not counted for purposes of this proposal.

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As of March 15, 2010, there were _____ shares outstanding. Only registered holders of our shares on April 26, 2010, the record date established for the annual general meeting, are entitled to notice of, to attend and to vote at, the meeting. Holders of shares on the record date are entitled to one vote for each share held.

Proxies

A proxy card is being sent to each record holder of shares as of March 15, 2010. In addition, a proxy card will be sent to each additional record holder of shares as of the record date, April 26, 2010. If you are registered as a shareholder in Transocean Ltd.'s share register as of April 26, 2010, you may grant a proxy to vote on each of the proposals and any other matter properly presented at the meeting for consideration to either Transocean Ltd. or the independent representative, Rainer Hager, by marking your proxy card appropriately, executing it in the space provided, dating it and returning it either to:

Transocean Ltd.
Vote Processing
c/o Broadridge
51 Mercedes Way
Edgewood, NY 11717

or, if granting a proxy to the independent representative
Rainer Hager
Attorney-at-Law and Notary
Schweiger Advokatur/Notariat
Dammstrasse 19
CH-6300
Zug, Switzerland

We urge you to return your proxy card by 4 p.m. Eastern Daylight Time (EDT) on May 13, 2010 to ensure that your proxy card is timely submitted. Proxies granted to Transocean Ltd. will not be exercised by an executive officer or director of Transocean Ltd. at the annual general meeting.

Please sign, date and mail your proxy card in the envelope provided. If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee when voting your shares.

Under New York Stock Exchange rules, brokers who hold shares in street name for customers have the authority to vote on "routine" proposals when they have not received instructions from beneficial owners, but are precluded from exercising their voting discretion with respect to proposals for "non-routine" matters. Proxies submitted by brokers without instructions from customers for these non-routine matters are referred to as "broker non-votes." The proposal for the election of directors is a non-routine matter under New York Stock Exchange rules. If you hold your shares in "street name," your broker may not be able to vote your shares in the election of directors unless the broker receives appropriate instructions from you. We recommend that you contact your broker.

If you were a holder on the record date and have timely submitted a properly executed proxy card and specifically indicated your votes, your shares will be voted as indicated. If you were a holder on the record date and you have timely submitted a properly executed proxy card and have not specifically indicated your votes (irrespective of whether a proxy has been granted to Transocean Ltd. or the independent representative or neither is specified), your shares will be voted in the manner recommended by the Board of Directors and Transocean Ltd. will act as your proxy. Any proxy card marked to grant a proxy to both Transocean Ltd. (as corporate proxy) and the independent representative will be counted as a proxy granted to Transocean Ltd. only.

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There are no other matters that the Board of Directors intends to present, or has received proper notice that others will present, at the annual general meeting. If any other matters are properly presented at the meeting for consideration, Transocean Ltd. and the independent representative, as applicable, will, in the absence of specific instructions to the contrary, vote any proxies submitted to them on these matters in the manner recommended by the Board of Directors.

You may revoke your proxy card at any time prior to its exercise by:

giving written notice of the revocation to our Corporate Secretary at Transocean Ltd., c/o Reichlin & Hess Rechtsanwälte, Hofstrasse 1A, CH-6300, Zug, Switzerland, with respect to proxies granted to Transocean Ltd., or to the independent representative at the address set forth above, with respect to proxies granted to the independent representative;

appearing at the meeting, notifying our Corporate Secretary, with respect to proxies granted to Transocean Ltd., or the independent representative, with respect to proxies granted to the independent representative, and voting in person; or

properly completing and executing a later-dated proxy and timely delivering it to our Corporate Secretary or the independent representative.

Your presence without voting at the meeting will not automatically revoke your proxy, and any revocation during the meeting will not affect votes previously taken. If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee in revoking your previously granted proxy.

We may accept a proxy by any form of communication permitted by Swiss law and our articles of association. Please note that shareholders attending the annual general meeting in person or by proxy are required to show their proxy and admission card on the day of the annual general meeting. In order to determine attendance correctly, any shareholder leaving the annual general meeting early or temporarily is requested to present such shareholder's admission card upon exit.

Background of Transocean

In November 2007, we completed our merger transaction (the "Merger") with GlobalSantaFe Corporation ("GlobalSantaFe"). Immediately prior to the effective time of the Merger, each of Transocean Inc.'s outstanding ordinary shares was reclassified by way of a scheme of arrangement under Cayman Islands law into (1) 0.6996 Transocean Inc. ordinary shares and (2) \$33.03 in cash (the "Reclassification"). At the effective time of the Merger, each outstanding ordinary share of GlobalSantaFe was exchanged for (1) 0.4757 Transocean Inc. ordinary shares (after giving effect to the Reclassification) and (2) \$22.46 in cash.

In December 2008, Transocean Ltd. completed a transaction pursuant to an Agreement and Plan of Merger among Transocean Ltd., Transocean Inc., which was our former parent holding company, and Transocean Cayman Ltd., a company organized under the laws of the Cayman Islands that was a wholly-owned subsidiary of Transocean Ltd., pursuant to which Transocean Inc. merged by way of schemes of arrangement under Cayman Islands law with Transocean Cayman Ltd., with Transocean Inc. as the surviving company (the "Redomestication Transaction"). In the Redomestication Transaction, Transocean Ltd. issued one of its shares in exchange for each ordinary share of Transocean Inc. In addition, Transocean Ltd. issued 16 million of its shares to Transocean Inc. for future use to satisfy Transocean Ltd.'s obligations to deliver shares in connection with awards granted under our incentive plans, warrants or other rights to acquire shares of Transocean Ltd. The Redomestication Transaction effectively changed the place of incorporation of our parent holding company from the Cayman Islands to Zug, Switzerland. As a result of the Redomestication Transaction, Transocean Inc. became a direct, wholly-owned subsidiary of Transocean Ltd. In connection with the Redomestication Transaction, we have also relocated our principal executive offices to Vernier, Switzerland.

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References to "Transocean," the "Company," "we," "us" or "our" include Transocean Ltd. together with its subsidiaries and predecessors, unless the context requires otherwise.

PROPOSAL 1.

Approval of the 2009 Annual Report, including the Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2009 and the Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2009

Proposal

The Board of Directors proposes that the 2009 Annual Report, including the consolidated financial statements of Transocean Ltd. for fiscal year 2009 and the statutory financial statements for fiscal year 2009, be approved.

Explanation

The consolidated financial statements of Transocean Ltd. for fiscal year 2009 and the Swiss statutory financials for fiscal year 2009 are contained in the 2009 Annual Report, which was made available to all registered shareholders with this invitation and proxy statement. In addition, these materials will be available for physical inspection at the Company's registered office c/o Reichlin & Hess Rechtsanwälte, Hofstrasse 1A, 6300, Zug, Switzerland. The 2009 Annual Report also contains information on the Company's business activities and our business and financial situation and the reports of Ernst & Young Ltd., Zurich, the Company's auditors pursuant to the Swiss Code of Obligations, on the Company's consolidated financial statements for fiscal year 2009 and statutory financial statements for fiscal year 2009 and in its reports, Ernst & Young Ltd., the Company's auditors pursuant to the Swiss Code of Obligations, recommended without qualification that the Company's consolidated financial statements and statutory financial statements for the year ended December 31, 2009 be approved. Ernst & Young Ltd. expresses its opinion that the "consolidated financial statements for the year ended December 31, 2009 present fairly, in all material respects, the financial position, the results of operations and the cash flows in accordance with accounting principals generally accepted in the United States of America (US GAAP) and comply with Swiss law." Ernst & Young Ltd. further expresses its opinion and confirms that the statutory financial statements for the year ended December 31, 2009 and the proposed appropriation of available earnings comply with Swiss law and the Articles of Association of the Company.

Under Swiss law, the 2009 Annual Report and the consolidated financial statements and Swiss statutory financials must be submitted to shareholders for approval at each annual general meeting.

If the shareholders do not approve this proposal, the Board of Directors may call an extraordinary general meeting of shareholders for reconsideration of this proposal by shareholders.

Voting Requirement to Approve Proposal

The affirmative "FOR" vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Recommendation

The Board of Directors recommends a vote "FOR" approval of the 2009 Annual Report, the consolidated financial statements and the Swiss Statutory Financials.

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PROPOSAL 2.

Discharge of the Board of Directors and Executive Officers from Liability for Activities during Fiscal Year 2009

Proposal

The Board of Directors proposes that shareholders discharge the members of the Board of Directors and our executive officers from liability for activities during fiscal year 2009.

Explanation

As is customary for Swiss corporations and in accordance with article 698, para. 2, item 5 of the Swiss Code of Obligations, shareholders are requested to discharge the members of the Board of Directors and our executive officers from liability for their activities during fiscal year 2009. This release is only effective with respect to facts that have been disclosed to shareholders and binds shareholders who either voted in favor of the proposal or who subsequently acquired shares with knowledge of the resolution.

Voting Requirement to Approve Proposal

The affirmative "FOR" vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots. No member of the Board of Directors or Transocean executive officer has voting rights in relation to the proposal.

Recommendation

The Board of Directors recommends a vote "FOR" the proposal to discharge the members of the Board of Directors and our executive officers from liability for activities during fiscal year 2009.

PROPOSAL 3.

Appropriation of the Available Earnings for Fiscal Year 2009 to be Carried Forward

Proposal of the Board of Directors

The Board of Directors proposes that all available earnings of the Company for the fiscal year 2009 be carried forward.

	CHF
Appropriation of the Company's Available Earnings	
<i>(in thousands)</i>	
Balance brought forward from previous years	45
Net profit of the year	36,668
Total available earnings	36,713
Appropriation of available earnings	
Balance to be carried forward on this account	36,713

Explanation

Under Swiss law, the appropriation of available earnings as set forth in the Swiss statutory financials must be submitted to shareholders for approval at each Annual General Meeting. The available earnings at the disposal of the Company's shareholders at the 2010 Annual General Meeting are the earnings of the Transocean group parent company, on a stand-alone basis.

The Board of Directors proposes that CHF 36,713,000 (the entire available earnings balance) be carried forward in available earnings as freely distributable reserves.

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Required Vote

The affirmative "FOR" vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Recommendation

The Board of Directors recommends a vote "FOR" this proposal.

PROPOSAL 4.

Change of the Company's Place of Incorporation in Switzerland

The Board of Directors proposes that the Company amend Article 1 of the Company's Articles of Association (the "Articles of Association") to change its place of incorporation in Switzerland from Zug, Canton of Zug, Switzerland, to Steinhausen, Canton of Zug, Switzerland.

Explanation

The Company has leased offices in Steinhausen, Canton of Zug, Switzerland, and, consequently, the Board of Directors proposes that Steinhausen, Canton of Zug, replace Zug, Canton of Zug, as the Company's place of incorporation within Switzerland. The proposed amendment to the Articles of Association is included in Annex A.

Required Vote

The affirmative "FOR" vote of two-thirds of the votes represented at the annual general meeting. An abstention or blank or invalid ballot will have the effect of a vote "against" this proposal.

Recommendation

The Board of Directors recommends a vote "FOR" this proposal.

PROPOSAL 5.

Renewal of the Company's Authorized Share Capital

Proposal of the Board of Directors

The Board of Directors proposes that its authority to issue shares out of the Company's authorized share capital be reapproved and extended for an additional two-year period, starting on the date of the 2010 annual general meeting, May 14, 2010, and expiring on May 14, 2012.

Explanation

Under the Swiss Code of Obligations, the authority of the Board of Directors to issue shares out of the Company's authorized share capital is limited to a maximum two-year period. The use of authorized share capital under Article 5 of the Articles of Association expires on December 18, 2010. The proposed amendments to the Articles of Association are included in Annex B.

Required Vote

The affirmative "FOR" vote of two-thirds of the votes represented at the general meeting. An abstention or blank or invalid ballot will have the effect of a vote "against" this proposal.

Recommendation

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The Board of Directors recommends a vote "FOR" this proposal.

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PROPOSAL 6.

Distribution to Shareholders in the Form of a Par Value Reduction

Proposal of the Board of Directors

The Board of Directors proposes to make a cash distribution to shareholders in the form of a par value reduction in an amount in Swiss francs ("CHF") equal to 3.11 U.S. dollars ("USD") per issued share (including treasury shares) to be calculated and paid in USD in four quarterly installments as described below under "Explanation." Each quarterly installment will be made only after the record date and payment date for such installment have been established and the registration of each par value reduction in the commercial register has been completed. Because the distribution will be paid on all shares, including treasury shares, approximately four percent of the distribution will be paid to our wholly-owned subsidiary, Transocean Inc.

Explanation

Under Swiss law, distributions may be made in the form of either (1) an ordinary dividend or (2) a distribution through the reduction in the aggregate par value of the Company's outstanding shares. Ordinary dividends and distributions through a reduction in par value are required to be approved by shareholders. The Board of Directors is proposing that, in lieu of an ordinary dividend, a distribution to shareholders be made through a reduction in the per share par value of the Company's registered shares because distributions in the form of capital reductions are not subject to Swiss withholding tax.

The Board of Directors is seeking shareholder approval of a capital reduction in an aggregate amount equal to a CHF amount per share determined by (1) multiplying USD 3.11 by an exchange rate of CHF per one USD (rounded down to the nearest 0.01) as determined by the Board of Directors in its discretion, based on an exchange rate prevailing approximately two business days prior to the date of the 2010 annual general meeting, and (2) rounding the resulting CHF amount up to the nearest even 0.01 of a Swiss franc (the term even meaning .00, .02, .04, .06 or .08 of a Swiss franc, as opposed to, for example, .03) that is divisible by four. The amount of the aggregate capital reduction would be distributed to shareholders in four installments, and the amount of each installment would be determined by dividing the aggregate per share capital reduction by four. Capital reduction payments will be made in USD converted at a USD/CHF exchange rate as determined by the Board of Directors in its discretion, based on an exchange rate prevailing approximately two business days prior to the date of the relevant installment payment, unless a shareholder timely elects to receive such payment in CHF. For each quarterly installment payment, the period for such election will commence on the relevant installment record date and expire on the date that is 10 calendar days prior to the expected installment payment date at 4:00 p.m., New York time.

The Board of Directors will communicate the definitive CHF per share aggregate capital reduction amount prior to the date of the annual general meeting.

If you are a holder of shares registered in our share register, you must elect in writing to the following address:

BNY Mellon Shareowner Services
Attn: Steven Myers
480 Washington Boulevard
29th Floor
Jersey City, NJ 07310 USA
Fax number: +1 (732) 667-9464

If you hold your shares in the name of a bank, broker or other nominee, please contact your bank, broker or nominee in order to make election arrangements. The Board of Directors expects to set the four payment dates for the four installments in July 2010, October 2010, January 2011, and April 2011, respectively, or as soon after each such period as is practicable. No distribution installment will be paid to

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shareholders with respect to any shares that are issued between the record date and payment date with respect to such installment. In any event, the Company must register the partial capital reduction related to each installment in the commercial register of the Canton of Zug prior to the payment of such installment.

Before any capital reduction may be registered in the commercial register of the Canton of Zug, a state supervised auditing enterprise must deliver a report prepared in accordance with article 732 para. 2 of the Swiss Code of Obligations confirming that the receivables of the creditors of the Company will be fully covered by assets after giving effect to such capital reduction. The first report of Ernst & Young Ltd., Zurich, Switzerland, will be available at the 2010 annual general meeting. Subsequent auditor reports will be available on the date the Board of Directors submits the application for registration of a partial capital reduction to the commercial register.

The proposed resolution of shareholders and the related proposed amendments to the Articles of Association are included in Annex C.

Required Vote

The affirmative "FOR" vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Recommendation

The Board of Directors recommends a vote "FOR" this proposal.

PROPOSAL 7.

Amendments to the Articles of Association to Reflect The Swiss Federal Act on Intermediated Securities

Proposal of the Board of Directors

The Board of Directors is proposing amendments to the Articles of Association intended to reflect the effectiveness of The Swiss Federal Act on Intermediated Securities (the "FISA"). These amendments:

provide that the Company or the third party maintaining the Company's share register (currently, BNY Mellon Shareowner Services) has the right to request, at the time of a person's request to be entered into the share register as a shareholder of record, appropriate evidence of such person's title to the shares.

provide that the Company may issue shares in the form of individual certificates, global certificates or uncertificated securities. Subject to applicable law, the Company may convert its shares at its own cost from one form into another form at any time and without the approval of shareholders. The Company's shareholders will have no right to request a conversion from one form of shares to another.

make other changes to conform the Articles of Association to the terminology of the FISA.

Explanation

The FISA became effective as of January 1, 2010. The FISA codifies current market practice regarding uncertificated or book-entry shares (or, in the terminology of the FISA, "intermediated securities"). All of the Company's shares are issued in uncertificated book-entry form.

The proposed amendments to the Articles of Association are included in Annex D.

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Required Vote

The affirmative "FOR" vote of a majority of the votes cast in person or by proxy at the annual general meeting, not counting abstentions or blank or invalid ballots.

Recommendation

The Board of Directors recommends a vote "FOR" this proposal.

PROPOSAL 8.

Election of Directors

Our Articles of Association divide our Board of Directors into three classes: Class I, Class II and Class III. Five Class II directors are to be elected at our 2010 annual general meeting to serve for three-year terms expiring at the annual general meeting in 2013. Robert L. Long resigned from the Board of Directors effective February 28, 2010, in connection with his retirement.

The Board has nominated Steven L. Newman for election as a Class II director, and the following individuals for reelection as Class II directors: Thomas W. Cason, Robert M. Sprague, J. Michael Talbert and John L. Whitmire.

The Board does not have a specific policy regarding diversity in the selection of director nominees. However, the Board does consider diversity in the director nominee selection process. The Board takes an expansive view of the diversity of the Board with the goal of having the directors eventually reflect the global diversity of our workforce, our clients and the cultures in which we operate. We are a multinational company with four different nationalities represented in our officer group and over 103 in our global workforce. We operate in 41 countries worldwide.

We have adopted a majority vote policy in the election of directors as part of our Corporate Governance Guidelines. This policy provides that the Board may nominate only those candidates for director who have submitted an irrevocable letter of resignation which would be effective upon and only in the event that (1) such nominee fails to receive a sufficient number of votes from shareholders in an uncontested election and (2) the Board accepts the resignation. If a nominee who has submitted such a letter of resignation does not receive more votes cast "for" than "against" the nominee's election, the Corporate Governance Committee must promptly review the letter of resignation and recommend to the Board whether to accept the tendered resignation or reject it. The Board must then act on the Corporate Governance Committee's recommendation within 90 days following the certification of the shareholder vote. The Board must promptly disclose its decision regarding whether or not to accept the nominee's resignation letter in a Form 8-K furnished to the SEC or other broadly disseminated means of communication. Full details of this policy are set out in our Corporate Governance Guidelines which are available on our website at www.deepwater.com under "Investor Relations Corporate Governance."

The Board has received from each nominee for election at the annual general meeting listed below, an executed irrevocable letter of resignation consistent with these guidelines described above. Each such letter of resignation is effective only in the event that (1) such director fails to receive a sufficient number of votes from shareholders in an uncontested election of such director and (2) the Board accepts such resignation.

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Nominees for Director Class II Terms Expiring 2013

Recommendation

Election of Steven L. Newman

STEVEN L. NEWMAN, age 45, has served as Chief Executive Officer since March 1, 2010 and President of the Company since May 2008. Mr. Newman also served as Chief Operating Officer from May 2008 until November 2009 and resumed those duties from December 2009 until February 2010. Mr. Newman served as Executive Vice President, Performance, from November 2007 until May 2008, leading the Company's three business units and focusing on client service delivery and performance improvement across the Company's worldwide fleet. He previously served in senior management roles, including: Executive Vice President and Chief Operating Officer from October 2006 until November 2007; Senior Vice President of Human Resources and Information Process Solutions from May 2006 until October 2006; Senior Vice President of Human Resources, Information Process Solutions and Treasury from March 2005 until May 2006; and Vice President of Performance and Technology from August 2003 until March 2005. He also has served as Regional Manager for the Asia and Australia Region and in international field and operations management positions, including Project Engineer, Rig Manager, Division Manager, Region Marketing Manager and Region Operations Manager. Mr. Newman joined the Company in 1994 in the Corporate Planning Department. The Board has concluded that Mr. Newman should serve on the Board and has recommended his election. The Board believes that it is important for the Company's Chief Executive Officer to serve on the Board. The Chief Executive Officer provides a link to senior management, and the Board believes that this perspective is important in making decisions for the Company. In addition, Mr. Newman brings an industry and competitive context perspective to the Board which assists the Board in making strategic decisions.

The Board of Directors recommends a vote "FOR" the election of Steven L. Newman

Reelection of Thomas W. Cason

THOMAS W. CASON, age 67, has served as a director of the Company since November 2007. He served as a director of GlobalSantaFe Corporation from November 2001 until November 2007. Mr. Cason owned and managed five agricultural equipment dealerships until his retirement in December 2006. He served as interim President and Chief Operating Officer of Key Tronic Corporation during 1994 and 1995 and was a partner in Hiller Key Tronic Partners, L.P. Mr. Cason previously held various financial and operating positions with Baker Hughes Incorporated, including senior executive positions with Baker Hughes' Drilling Group, serving most recently as Senior Vice President and Chief Financial Officer of Baker Hughes Incorporated. Mr. Cason is currently a member of the Board of Directors of Mirant Corporation (since 2006). The Board has concluded that Mr. Cason should remain on the Board and has recommended that he serve an additional term. Mr. Cason is an accountant by education with extensive professional experience in the financial services area of the oilfield services industry. Mr. Cason served as chairman of the audit committee for GlobalSantaFe Corporation and now serves as chairman of the audit committee for the Company. This overlap in experience combined with his education, professional experience and institutional knowledge of a legacy company are assets to the Board's decision making process.

The Board of Directors recommends a vote "FOR" the reelection of Thomas W. Cason.

Reelection of Robert M. Sprague

ROBERT M. SPRAGUE, age 65, has served as a director of the Company since May 2004. Mr. Sprague is the retired Regional Business Director of Shell EP International BV, a position in which he served from April 1997 until June 2003. Mr. Sprague served as Director Strategy & Business Services for Shell EP International BV from January 1996 until March 1997 and as Exploration & Production

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Coordinator of Shell International Petroleum BV from May 1994 to December 1995. Mr. Sprague joined the Royal Dutch/Shell group of companies in 1967 and served in a variety of positions in the United States and Europe during his career, including as a director of Shell Canada Limited, a publicly traded company, from April 2000 to April 2003. The Board has concluded that Mr. Sprague should remain on the Board and has recommended that he serve an additional term. Mr. Sprague is an engineer by education and spent many years serving in senior management in the energy business with one of the Company's customers and thus brings that perspective to the Board. In addition, most of his professional career was spent serving in the oil and gas industry outside the United States, thus bringing an important international perspective to the Board.

The Board of Directors recommends a vote "FOR" the reelection of Robert M. Sprague.

Reelection of J. Michael Talbert

J. MICHAEL TALBERT, age 63, has served as a director of the Company since August 1994. He served as the non-executive Chairman of the Board of Directors from October 2004 until November 2007. Mr. Talbert served as the executive Chairman of the Board from October 2002 until October 2004. Mr. Talbert also served as Chief Executive Officer from August 1994 until October 2002, Chairman of the Board of Directors from August 1994 until December 1999, and as President from December 1999 until December 2001. Prior to assuming his duties with us, Mr. Talbert was President and Chief Executive Officer of Lone Star Gas Company, a natural gas distribution company and a division of Ensearch Corporation. He is currently a director of El Paso Corporation (since 2003). Within the past five years, Mr. Talbert was also a director of TODCO, an offshore drilling company (from February 2004 until October 2005). The Board has concluded that Mr. Talbert should remain on the Board and has recommended that he serve an additional term. Mr. Talbert holds an engineering degree and an MBA and has extensive executive experience in the energy sector including serving as a senior executive in exploration and production and as the Chairman and CEO of legacy Transocean. As a result, he brings a necessary perspective to the Board based upon his understanding of the busine