
**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 7, 2019

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

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On May 7, 2019, we issued a press release announcing that the Company has provided a Notice of Annual General Meeting of Shareholders and Proxy Statement (the “AGM Notice”) and a Notice of Extraordinary General Meeting of Shareholders and Proxy Statement (the “EGM Notice”) to its shareholders of record as of April 12, 2019 for an Annual General Meeting of Shareholders (the “AGM”) and an Extraordinary General Meeting of Shareholders (the “EGM”), respectively, both scheduled for June 4, 2019.

A copy of the press release, and both the AGM Notice and the EGM Notice are attached as exhibits to this report on Form 6-K. Also attached to this report on Form 6-K are the proxy cards relating to the AGM and EGM.

The press release shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless the Company specifically incorporates the information by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.

By filing this report on Form 6-K and furnishing this information, the Company makes no admission as to the materiality of any information contained in this report. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although the Company may do so from time to time as management believes is warranted.

The following exhibits are filed as part of this Form 6-K and are incorporated herein by reference:

Exhibit	Description
99.1	Press Release announcing that the Board has provided Notices of an Annual Meeting of Shareholders and an Extraordinary General Meeting of Shareholders
99.2	Notice of Annual General Meeting of Shareholders
99.3	Notice of Extraordinary General Meeting of Shareholders
99.4	Annual General Meeting Proxy Cards
99.5	Extraordinary General Meeting Proxy Cards

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 7, 2019

By /s/ Lisa Manget Buchanan
Lisa Manget Buchanan
SVP, General Counsel & Secretary



News Release

Pacific Drilling Provides Notices of Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

LUXEMBOURG (May 7, 2019) — Pacific Drilling S.A. (NYSE: PACD) (the “ **Company** ”) announced today that it has provided Notice of its Annual General Meeting of Shareholders (the “ **AGM** ”) to be held on June 4, 2019.

The Notice of Annual General Meeting of Shareholders and Proxy Statement (the “ **AGM Notice** ”) is being distributed to the Company’s common shareholders of record as of April 12, 2019 in advance of the AGM, which will be held on June 4, 2019, at 10:00 a.m. (Central European Time) at the Company’s registered office, located at 8-10 Avenue de la Gare, L-1610 Luxembourg.

The Company also provided today Notice of an Extraordinary General Meeting of Shareholders (the “ **EGM** ”) to be held on June 4, 2019.

The Notice of Extraordinary General Meeting of Shareholders and Proxy Statement (the “ **EGM Notice** ”) is being distributed to the shareholders of record as of April 12, 2019 in advance of the EGM, which will be held on June 4, 2019, at 9:00 a.m. (Central European Time) at the Company’s registered office, located at 8-10 Avenue de la Gare, L-1610 Luxembourg.

Both the AGM Notice and EGM Notice are available on the Company website at www.pacificdrilling.com in the “Events & Presentations” subsection of the “Investor Relations” section.

About Pacific Drilling

With its best-in-class drillships and highly experienced team, Pacific Drilling is committed to becoming the industry’s preferred high-specification, deepwater drilling contractor. Pacific

Drilling's fleet of seven drillships represents one of the youngest and most technologically advanced fleets in the world. Pacific Drilling has its principal offices in Luxembourg and Houston. For more information about Pacific Drilling, including its current Fleet Status, please visit www.pacificdrilling.com.

For more information, contact:

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Investor@pacificdrilling.com

Media: Amy L. Roddy
Pacific Drilling S.A.
+713-334-6662
Media@pacificdrilling.com

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
4 June 2019

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 4 June 2019 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 2018 to 31 December 2018 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 2018 to 31 December 2018 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 2018 to 31 December 2018;
4. Granting of discharge of liability (*quitus*) to the current directors of the Company for the exercise of their mandates as directors of the Company in relation to the financial period from 1 January 2018 to 31 December 2018;
5. Reiterate (a) the acknowledgement of the resignations from the Board of: Messrs. Jeremy Asher, Antoine Bonnier, Laurence N. Charney, Cyril Ducau, N. Scott Fine, Sami Iskander, Matthew Samuels and Robert A. Schwed (the “**Pre-emergence Directors**”) with effect on November 19, 2018, and (b) the granting of full discharge of liability to the Pre-emergence Directors for the exercise of their mandates as directors of the Company which ended on November 19, 2018;
6. Confirmation of the appointment of the following Class A members of the Board: David N. Weinstein, Bernie G. Wolford, Jr. and John V. Simon as previously co-opted by the Board by resolutions taken on November 19, 2018 and December 12, 2018, respectively;
7. Re-appointment of the following Class A members of the Board for a term ending at the annual general meeting of the Company to be held in 2020: W. Matt Ralls, Bernie G. Wolford, Jr., John V. Simon, and David N. Weinstein.

8. Approval of compensation of the members of the Board for 2019; and
9. 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 2020.

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 461-6 of the Luxembourg law of 10th August 1915 on commercial companies, as amended (the "**Law**").

Luxembourg, 7 May 2019

/s/ Bernie G. Wolford, Jr.

Bernie G. Wolford, Jr.

Director and Chief Executive Officer

Notes:

1. *The Board has fixed the close of business on 12 April 2019 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.*

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 “AGM”) OF
PACIFIC DRILLING S.A.**

Company Proposals

PROPOSALS 1, 2, 3, 4, 5, 6, 7, 8 and 9.

1. Approval of the stand-alone audited and unconsolidated annual accounts of the Company for the financial period from 1 January 2018 to 31 December 2018 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 461-6 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 2018 to 31 December 2018 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 included with such Consolidated Financial Statements.

The Consolidated Financial Statements together with the reports from each of the Board and the independent auditor included with 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 461-6 of the Law.

3. Allocation of the net result shown in the Annual Accounts for the financial period from 1 January 2018 to 31 December 2018.
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The Annual Accounts show a net profit and it is proposed that such profit be carried forward.

4. Granting of discharge of liability (*quitus*) to the current directors of the Company for the exercise of their mandates as directors of the Company in relation to the financial period from 1 January 2018 to 31 December 2018.

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 2018 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 of liability to all the current directors.

5. Reiterate (a) the acknowledgement of the resignations from the Board of: Messrs. Jeremy Asher, Antoine Bonnier, Laurence N. Charney, Cyril Ducau, N. Scott Fine, Sami Iskander, Matthew Samuels and Robert A. Schwed (the "**Pre-emergence Directors**") with effect on November 19, 2018, and (b) the granting of full discharge of liability to the Pre-emergence Directors for the exercise of their mandates as directors of the Company which ended on November 19, 2018.

The Board has received the resignations of the Pre-emergence Directors with effect on November 19, 2018. Pursuant to the minutes of the shareholders general meeting dated November 19, 2018, the shareholders undertook, inter alia, to reiterate the discharge of liability of the Pre-emergence Directors at the date of this AGM. The Board recommends that the shareholders acknowledge the resignations of the Pre-emergence Directors and grant the Pre-emergence Directors discharge of liability for the exercise of their mandates as directors of the Company which ended on November 19, 2018.

6. Confirmation of the appointment of the following Class A members of the Board: David N. Weinstein, Bernie G. Wolford, Jr. and John V. Simon as previously co-opted by the Board by resolutions taken on November 19, 2018 and December 12, 2018, respectively.

The Board resolved to co-opt as Class A members of the Board: David N. Weinstein, and Bernie G. Wolford, Jr. by Board resolutions dated November 19, 2018, and John V. Simon by Board resolutions dated December 12, 2018. In accordance with article 441-2 of the Law, it falls under the competence of the shareholders to confirm the appointment of the directors who have been temporarily co-opted. The Board recommends that the shareholders confirm the appointment of the following Class A members of the Board: David N. Weinstein, Bernie G. Wolford, Jr. and John V. Simon .

7. Re-appointment of the following Class A members of the Board for a term ending at the annual general meeting of the Company to be held in 2020: W. Matt Ralls, Bernie G. Wolford, Jr., John V. Simon, and David N. Weinstein.

As provided in the Company's Articles of Association, all Class A directors and Class B directors are elected to terms of one (1) year in length; provided, that the initial term of

office of the Class A directors following 19 November 2018 (the “**Effective Time**”) shall expire at the General Meeting of the shareholders of the Company at which the annual accounts for the 2018 financial year will be approved and the initial term of office of the Class B directors following the Effective Time shall expire at the General Meeting of the shareholders of the Company at which the annual accounts for the 2019 financial year will be approved.

The mandate of the Class A directors comes to an end at this AGM in accordance with the terms of their election, and the Class A directors stand for re-appointment to the Board of Directors for a term ending at the annual general meeting to be held in 2020. As a result of the above, subject to the approval of the shareholders, the Board of Directors will be composed of: Messrs. W. Matt Ralls, Bernie G. Wolford, Jr., John V. Simon and David N. Weinstein, as Class A directors, and Messrs. Daniel Han, Donald Platner and Kiran Ramineni, as Class B directors.

Please refer to the Company’s 2018 Annual Report on Form 20-F as filed with the SEC on March 12, 2019 for certain biographical information on each of the current directors.

The Board recommends that the shareholders approve the re-appointment of each of the Class A directors.

8. Approval of compensation of the members of the Board for 2019.

The compensation of the Company’s non-employee Class A directors is approved annually at the Annual General Meeting.

It is proposed that the following fees be paid to the Class A directors for their Board service for 2019*:

Chairman of the Board Equity Grant.....	150,000 RSUs ⁽¹⁾
Board Annual Retainer.....	\$ 75,000 annually
Audit Committee Chair Annual Retainer.....	\$ 35,000 annually ⁽²⁾
Compensation Committee Chair Annual Retainer.....	\$ 25,000 annually ⁽²⁾
Nominating Committee Chair Annual Retainer.....	\$ 0 ⁽³⁾
Committee Member Annual Retainer.....	\$ 15,000 annually
Initial Equity Grant Value.....	\$ 150,000 ⁽⁴⁾
Subsequent Year Equity Grant Value.....	\$ 75,000 annually

*Class B directors do not receive any compensation for their Board service.

(1) Represents entirety of Chairman’s compensation for Board service.

(2) Inclusive of committee member annual retainer.

(3) *Mr. Ralls will receive no cash compensation for serving on, or chairing, the Board or the Committees.*

(4) *Number of RSUs based on \$20.00 per share.*

The Board recommends that the shareholders approve the Board compensation for 2019 as proposed.

9. 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 2020.

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 2020.

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 AGM other than that stated in the Notice of Annual General Meeting.

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
4 June 2019

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 4 June 2019 at 9:00 a.m. Central European Time with the following agenda:

AGENDA

1. Amend article 12.1 of the articles of association of the Company (the “**Articles**”), to read as follows:

“12.1. Every General Meeting will be presided over by the chairperson of the Board appointed pursuant to article 7.3(i) or, in the absence of the chairperson, (i) by any other director or officer of the Company designated by the Board or (ii) by any legal advisor, advisor, domiciliation agent or any other person in Luxembourg as the Board may deem appropriate, as designated by the Board. The secretary appointed pursuant to article 7.3(i) or, in the absence of such secretary, (i) any other director or officer of the Company designated by the Board, or (ii) any legal advisor, advisor, domiciliation agent or any other person in Luxembourg as the Board may deem appropriate, as designated by the Board, shall act as secretary at each General Meeting. In connection with each General Meeting, the Board or, in the absence of a determination by the Board, the person presiding over the General Meeting shall appoint a scrutineer who shall keep the attendance list.”

2. Authorize any director or officer of the Company in office from time to time, or any lawyer of the Luxembourg law firm Wildgen S.A. (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 resolutions taken hereby and in particular to proceed to and carry out any required formalities in Luxembourg or any other jurisdiction where necessary and ratify any action taken by any Authorized Person.

Luxembourg, 7 May 2019

/s/ Bernie G. Wolford, Jr.
Bernie G. Wolford, Jr.

Director and Chief Executive Officer

Notes:

1. *The Board has fixed the close of business on 12 April 2019 as the record date for the determination of the shareholders of the Company entitled to vote at the EGM or any adjournment thereof.*
2. *At the EGM, provided a quorum of the holders of at least one-half of the share capital is represented, proposed resolutions shall be adopted by at least two-thirds of the votes cast. Each share is entitled to one vote.*
3. *No shareholder of the Company 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 of the Company may grant a written proxy or power of attorney to another person, shareholder or otherwise, in order to be represented at the meeting.*

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY.

IF YOU ARE A SHAREHOLDER OF THE COMPANY 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 (THE “EGM”) OF
PACIFIC DRILLING S.A.**

COMPANY PROPOSALS

PROPOSAL 1 – APPROVAL

The Board has considered an amendment to article 12.1 of the Articles.

The Board recommends that the shareholders approve the amendment of article 12.1 of the Articles to read as follows:

“12.1. Every General Meeting will be presided over by the chairperson of the Board appointed pursuant to article 7.3(i) or, in the absence of the chairperson, (i) by any other director or officer of the Company designated by the Board or (ii) by any legal advisor, advisor, domiciliation agent or any other person in Luxembourg as the Board may deem appropriate, as designated by the Board. The secretary appointed pursuant to article 7.3(i) or, in the absence of such secretary, (i) any other director or officer of the Company designated by the Board, or (ii) any legal advisor, advisor, domiciliation agent or any other person in Luxembourg as the Board may deem appropriate, as designated by the Board, shall act as secretary at each General Meeting. In connection with each General Meeting, the Board or, in the absence of a determination by the Board, the person presiding over the General Meeting shall appoint a scrutineer who shall keep the attendance list.”

PROPOSAL 2 – AUTHORIZATION TO TAKE ACTION

*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, S.A., (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 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 extraordinary general meeting.

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PACIFIC DRILLING S.A. (the "COMPANY")

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

Proxy Solicited for Annual General Meeting on June 4, 2019

The undersigned hereby authorise(s) and appoint(s) any director, the Chief Executive Officer, the Chief Financial Officer or the Secretary of the Company or any employee of Centralis S.A. (Luxembourg) or any lawyer of Wildgen, S.A., 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 4 June 2019 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 7 May 2019 and to vote on the items set forth below in accordance with the instructions set out below taking into account the Company Proposals.

(Continued and to be signed on the reverse side.)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PACIFIC DRILLING S.A.

June 4, 2019

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.pdcfinancial.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement, and Proxy Card are available at <http://www.pacificdrilling.com/Investor-Relations/Events-and-Presentations/default.aspx>

Please sign, date and mail
your proxy card in the
envelope provided before
June 4, 2019.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE PROPOSALS.																																																													
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE <input checked="" type="checkbox"/>																																																													
<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="width: 10%; text-align: center;">FOR</th> <th style="width: 10%; text-align: center;">AGAINST</th> <th style="width: 10%; text-align: center;">ABSTAIN</th> </tr> </thead> <tbody> <tr> <td style="font-size: small;">1. Approval of the stand-alone audited and unconsolidated annual accounts of the Company for the financial period from 1 January 2018 to 31 December 2018 prepared in accordance with Luxembourg Generally Accepted Accounting Principles and the laws and regulations of the Grand-Duchy of Luxembourg (the "Annual Accounts").</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="font-size: small;">2. 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ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PACIFIC DRILLING S.A.

June 4, 2019

PROXY VOTING INSTRUCTIONS

INTERNET - Access www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



Vote online/phone until 11:59 PM EST June 3, 2019.

MAIL - Sign, date and mail your proxy card in the envelope provided before June 4, 2019.

IN PERSON - You may vote your shares in person by attending the Annual General Meeting.

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COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:
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<http://www.pacificdrilling.com/Investor-Relations/Events-and-Presentations/default.aspx>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

060419

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE PROPOSALS.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

- | | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 1. Approval of the stand-alone audited and unaudited annual accounts of the Company for the financial period from 1 January 2018 to 31 December 2018 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"/> |
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| 3. Allocation of the net result shown in the Annual Accounts for the financial period from 1 January 2018 to 31 December 2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Granting of discharge of liability to the current directors of the Company for the exercise of their mandates as directors of the Company in relation to the financial period from 1 January 2018 to 31 December 2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 5. Release (a) the acknowledgement of the resignations from the Board of Messrs. Jeremy Auber, Antoine Bonnier, Laurence N. Charney, Cyril Ducou, N. Scott Fine, Serré Iskander, Matthew Samuels and Robert A. Schwed (the "Pre-emergence Directors") with effect on November 19, 2018, and (b) the granting of full discharge of liability to the Pre-emergence Directors for the exercise of their mandates as directors of the Company which ended on November 19, 2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Confirmation of the appointment of the following Class A members of the Board: David N. Weinstein, Brian G. Wolford, Jr. and John V. Simon as previously co-opted by the Board by resolutions taken on November 19, 2018 and December 12, 2018, respectively. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Re-appointment of the following Class A members of the Board for a term ending at the annual general meeting of the Company to be held in 2020: | | | |
| 7.1 W. Mark Rebs | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.2 Brian G. Wolford, Jr. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.3 John V. Simon | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.4 David N. Weinstein | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Approval of compensation of the members of the Board for 2019. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date Signature of Shareholder Date

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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PACIFIC DRILLING S.A. (the "COMPANY")

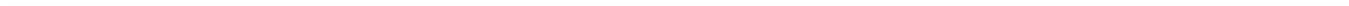
Registered Office: 8-10 Avenue de la Gare, L-1610 Luxembourg

R.C.S. Luxembourg B 159.658

Proxy Solicited for Extraordinary General Meeting on June 4, 2019

The undersigned hereby authorize(s) and appoint(s) any director, the Chief Executive Officer, the Chief Financial Officer or the Secretary of the Company or any employee of Centralis S.A. (Luxembourg) or any lawyer or employee of Wildgen S.A., or any notary clerk of Etude Blanche MOUTRIER, with offices in the Grand Duchy of 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 in Luxembourg on 4 June 2019 at 9:00 a.m. (Central European Time) or any adjournment thereof, for the purposes set forth below and in the Notice of Extraordinary General Meeting issued by the Company on or around 7 May 2019.

(Continued and to be signed on the reverse side.)



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

June 4, 2019

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envelope provided before
June 4, 2019.

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060419

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1 AND 2.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. IF YOU ARE A SHAREHOLDER OF THE COMPANY 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.

1. Amend article 12.1 of the articles of association of the Company (the Articles), to read as follows:

FOR AGENT ABSTAIN

"12.1. Every General Meeting will be presided over by the chairperson of the Board appointed pursuant to article 7.3(i) or, in the absence of the chairperson, (i) by any other director or officer of the Company delegated by the Board or (ii) by any legal advisor, adviser, domiciliation agent or any other person in Luxembourg as the Board may deem appropriate, as designated by the Board. The secretary appointed pursuant to article 7.3(i) or, in the absence of such secretary, (i) any other director or officer of the Company designated by the Board, or (ii) any legal advisor, adviser, domiciliation agent or any other person in Luxembourg as the Board may deem appropriate, as designated by the Board, shall act as secretary at each General Meeting. In connection with each General Meeting, the Board or, in the absence of a determination by the Board, the person presiding over the General Meeting shall appoint a scrutineer who shall keep the attendance list."

FOR AGENT ABSTAIN

2. Authorize any director or officer of the Company in office from time to time, or any lawyer of the Luxembourg law firm Wiltgen S.A. (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 resolutions taken hereby and in particular to proceed to and carry out any required formal act in Luxembourg or any other jurisdiction where necessary and ratify any action taken by any Authorized Person.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____ Date _____ Signature of Shareholder _____ Date _____

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

June 4, 2019

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FOR AGAINST ABSTAIN

2. Authorize any director or officer of the Company in office from time to time, or any lawyer of the Luxembourg law firm Widgen S.A. (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 resolutions taken hereby and in particular to proceed to and carry out any required formalities in Luxembourg or any other jurisdiction where necessary and ratify any action taken by any Authorized Person.

FOR AGAINST ABSTAIN

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