NABORS INDUSTRIES LTD
Form 10-Q
November 10, 2014
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2014

Commission File Number: 001-32657

NABORS INDUSTRIES LTD.

(Exact name of registrant as specified in its charter)

Bermuda	**98-0363970**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Crown House

Second Floor

4 Par-la-Ville Road

Hamilton, HM08

Bermuda

(Address of principal executive office)

(441) 292-1510

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES x NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer x	Accelerated Filer o
Non-accelerated Filer o	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES o NO x

The number of common shares, par value $.001 per share, outstanding as of November 5, 2014 was 289,439,033.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NABORS INDUSTRIES LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except per share amounts)	September 30, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 404,453	$ 389,915
Short-term investments	60,365	117,218
Assets held for sale	158,327	243,264
Accounts receivable, net	1,624,441	1,399,543
Inventory	242,876	209,793
Deferred income taxes	91,837	121,316
Other current assets	210,172	272,781
Total current assets	2,792,471	2,753,830
Long-term investments and other receivables	2,568	3,236
Property, plant and equipment, net	9,016,508	8,597,813
Goodwill	512,203	512,964
Investment in unconsolidated affiliates	60,451	64,260
Other long-term assets	235,139	227,708
Total assets	$ 12,619,340	$ 12,159,811
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of debt	$ 196	$ 10,185
Trade accounts payable	693,931	545,512
Accrued liabilities	702,508	697,093
Income taxes payable	18,946	58,634
Total current liabilities	1,415,581	1,311,424
Long-term debt	4,255,136	3,904,117
Other long-term liabilities	596,968	377,744
Deferred income taxes	478,421	516,161
Total liabilities	6,746,106	6,109,446
Commitments and contingencies (Note 9)		
Subsidiary preferred stock		69,188
Equity:		
Shareholders equity:		
Common shares, par value $0.001 per share:		
Authorized common shares 800,000; issued 328,230 and 323,711, respectively	328	324
Capital in excess of par value	2,443,381	2,392,585
Accumulated other comprehensive income (Revised)	132,222	216,140

Retained earnings (Revised)		4,481,606		4,304,664
Less: treasury shares, at cost, 38,788 and 28,414 common shares, respectively		(1,194,664)		(944,627)
Total shareholders equity		5,862,873		5,969,086
Noncontrolling interest		10,361		12,091
Total equity		5,873,234		5,981,177
Total liabilities and equity	$	12,619,340	$	12,159,811

The accompanying notes are an integral part of these consolidated financial statements.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(Unaudited)

(In thousands, except per share amounts)	**Three Months Ended September 30, 2014**	**2013**	**Nine Months Ended September 30, 2014**	**2013**
Revenues and other income:				
Operating revenues	$ 1,813,762	$ 1,551,593	$ 5,020,361	$ 4,545,037
Earnings (losses) from unconsolidated affiliates	(2,851)	(2,628)	(5,872)	1,627
Investment income (loss)	2,189	1,229	10,235	95,471
Total revenues and other income	1,813,100	1,550,194	5,024,724	4,642,135
Costs and other deductions:				
Direct costs	1,181,986	981,685	3,310,220	2,948,987
General and administrative expenses	138,967	127,943	406,863	390,023
Depreciation and amortization	286,581	273,444	851,528	809,019
Interest expense	43,138	56,059	134,251	176,343
Losses (gains) on sales and disposals of long-lived assets and other expense (income), net	(1,513)	3,266	16,467	27,245
Impairments and other charges		242,241		287,241
Total costs and other deductions	1,649,159	1,684,638	4,719,329	4,638,858
Income (loss) from continuing operations before income tax	163,941	(134,444)	305,395	3,277
Income tax expense (benefit):				
Current	72,371	(32,316)	93,606	(2,106)
Deferred	(10,860)	(12,368)	(7,331)	(26,692)
Total income tax expense (benefit)	61,511	(44,684)	86,275	(28,798)
Subsidiary preferred stock dividend		750	1,984	2,250
Income (loss) from continuing operations, net of tax	102,430	(90,510)	217,136	29,825
Income (loss) from discontinued operations, net of tax	4,005	(14,430)	4,488	(34,292)
Net income (loss)	106,435	(104,940)	221,624	(4,467)
Less: Net (income) loss attributable to noncontrolling interest	(387)	(441)	(1,213)	(6,154)
Net income (loss) attributable to Nabors	$ 106,048	$ (105,381)	$ 220,411	$ (10,621)
Earnings (losses) per share:				
Basic from continuing operations	$ 0.34	$ (0.30)	$ 0.72	$ 0.08
Basic from discontinued operations	0.02	(0.05)	0.02	(0.11)
Total Basic	$ 0.36	$ (0.35)	$ 0.74	$ (0.03)
Diluted from continuing operations	$ 0.34	$ (0.30)	$ 0.71	$ 0.08
Diluted from discontinued operations	0.01	(0.05)	0.02	(0.11)
Total Diluted	$ 0.35	$ (0.35)	$ 0.73	$ (0.03)
Weighted-average number of common shares outstanding:				
Basic	292,621	295,076	292,613	293,837
Diluted	295,005	295,076	295,353	296,208

The accompanying notes are an integral part of these consolidated financial statements.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	**2014**	**2013**	**2014**	**2013**
Net income (loss) attributable to Nabors	$ 106,048	$ (105,381)	$ 220,411	$ (10,621)
Other comprehensive income (loss), before tax:				
Translation adjustment attributable to Nabors	(41,713)	15,716	(46,052)	(36,853)
Unrealized gains/(losses) on marketable securities:				
Unrealized gains/(losses) on marketable securities	(15,054)	(3,416)	(34,587)	1,586
Less: reclassification adjustment for (gains)/losses on marketable securities	267	(2)	(4,636)	(88,159)
Unrealized gains/(losses) on marketable securities	(14,787)	(3,418)	(39,223)	(86,573)
Pension liability amortization and adjustment	123	280	369	842
Unrealized gains/(losses) and amortization of cash flow hedges	153	153	459	459
Other comprehensive income (loss), before tax	(56,224)	12,731	(84,447)	(122,125)
Income tax expense (benefit) related to items of other comprehensive income (loss)	107	116	(529)	(2,161)
Other comprehensive income (loss), net of tax	(56,331)	12,615	(83,918)	(119,964)
Comprehensive income (loss) attributable to Nabors	49,717	(92,766)	136,493	(130,585)
Net income (loss) attributable to noncontrolling interest	387	441	1,213	6,154
Translation adjustment attributable to noncontrolling interest	(522)	229	(624)	(572)
Comprehensive income (loss) attributable to noncontrolling interest	(135)	670	589	5,582
Comprehensive income (loss)	$ 49,582	$ (92,096)	$ 137,082	$ (125,003)

The accompanying notes are an integral part of these consolidated financial statements.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended September 30, 2014	2013
	(In thousands)	
Cash flows from operating activities:		
Net income (loss)	$ 221,624	$ (4,467)
Adjustments to net income (loss):		
Depreciation and amortization	851,605	820,898
Depletion and other oil and gas expense	2,110	22,235
Deferred income tax expense (benefit)	(4,888)	(31,535)
Impairment and other charges		71,322
Losses on debt extinguishment	3,212	211,981
Losses (gains) on long-lived assets, net	(12,066)	12,254
Losses (gains) on investments, net	(4,930)	(90,635)
Share-based compensation	28,141	45,898
Foreign currency transaction losses (gains), net	3,416	7,021
Equity in (earnings) losses of unconsolidated affiliates, net of dividends	3,527	(1,263)
Other	(2,924)	(1,188)
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	(229,161)	(21,568)
Inventory	(34,987)	20,220
Other current assets	74,249	5,572
Other long-term assets	8,791	34,435
Trade accounts payable and accrued liabilities	168,801	11,271
Income taxes payable	(50,904)	(53,846)
Other long-term liabilities	218,728	(83,890)
Net cash provided by operating activities	1,244,344	974,715
Cash flows from investing activities:		
Purchases of investments	(319)	
Sales and maturities of investments	23,580	163,944
Proceeds from sales of unconsolidated affiliate		10,000
Cash paid for acquisition of businesses, net	(10,200)	(37,516)
Investment in unconsolidated affiliates	(2,061)	(5,967)
Capital expenditures	(1,344,222)	(780,711)
Proceeds from sales of assets and insurance claims	129,825	139,254
Other	(3,931)	(7)
Net cash used for investing activities	(1,207,328)	(511,003)
Cash flows from financing activities:		
Increase (decrease) in cash overdrafts	(3,867)	(7,497)
Proceeds from (payments for) issuance of common shares	30,240	4,375
Dividends paid to shareholders	(41,781)	(35,357)
Proceeds from long-term debt	15,000	710,086
Reduction in short-term debt	(10,000)	
Debt issuance costs		(3,505)
Reduction in long-term debt	(40,098)	(994,181)
Proceeds from (payment for) commercial paper, net	441,530	332,250
Purchase of preferred stock	(70,875)	
Purchase of treasury stock	(250,037)	

Reduction in revolving credit facilities		(70,000)		(590,000)
Other		(7,581)		(3,096)
Net cash used for financing activities		(7,469)		(586,925)
Effect of exchange rate changes on cash and cash equivalents		(15,009)		(5,786)
Net increase (decrease) in cash and cash equivalents		14,538		(128,999)
Cash and cash equivalents, beginning of period		389,915		524,922
Cash and cash equivalents, end of period	$	404,453	$	395,923

The accompanying notes are an integral part of these consolidated financial statements.

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NABORS INDUSTRIES LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited)

(In thousands)	Common Shares Shares	Common Shares Par Value	Capital in Excess of Par Value	Accumulated Other Comprehensive Income	Retained Earnings	Treasury Shares	Non-controlling Interest	Total Equity
As of December 31, 2012 (As previously reported)	318,813	$ 319	$ 2,337,244	$ 431,595	$ 4,120,398	$ (944,627)	$ 12,188	$ 5,957,117
Revision (Note 2)				(91,452)	91,452			
As of December 31, 2012 (Revised)	318,813	319	2,337,244	340,143	4,211,850	(944,627)	12,188	5,957,117
Net income (loss)					(10,621)		6,154	(4,467)
Dividends to shareholders					(35,357)			(35,357)
Other comprehensive income (loss), net of tax				(119,964)			(572)	(120,536)
Issuance of common shares for stock options exercised	470		4,375					4,375
Deconsolidation of noncontrolling interest							(2,899)	(2,899)
Share-based compensation	4,251	4	45,898					45,902
Other			(3,096)				(3,446)	(6,542)
As of September 30, 2013	323,534	$ 323	$ 2,384,421	$ 220,179	$ 4,165,872	$ (944,627)	$ 11,425	$ 5,837,593
As of December 31, 2013 (As previously reported)	323,711	$ 324	$ 2,392,585	$ 307,592	$ 4,213,212	$ (944,627)	$ 12,091	$ 5,981,177
Revision (Note 2)				(91,452)	91,452			
As of December 31, 2013 (Revised)	323,711	324	2,392,585	216,140	4,304,664	(944,627)	12,091	5,981,177
Net income (loss)					220,411		1,213	221,624
Dividends to shareholders					(41,781)			(41,781)
Redemption of subsidiary preferred stock					(1,688)			(1,688)
Repurchase of treasury shares						(250,037)		(250,037)
Other comprehensive income (loss), net of tax				(83,918)			(624)	(84,542)
Issuance of common shares for stock options exercised	3,034	3	30,237					30,240
Share-based compensation			28,141					28,141
Other	1,485	1	(7,582)				(2,319)	(9,900)
As of September 30, 2014	328,230	$ 328	$ 2,443,381	$ 132,222	$ 4,481,606	$ (1,194,664)	$ 10,361	$ 5,873,234

The accompanying notes are an integral part of these consolidated financial statements.

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Nabors Industries Ltd. and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Nature of Operations

Nabors has grown from a land drilling business centered in the United States and Canada to a global business aimed at optimizing the entire well life cycle, with operations on land and offshore in most of the major oil and gas markets in the world. The majority of our business is conducted through two business lines:

Drilling & Rig Services

This business line is comprised of our global drilling rig operations and drilling-related services, which primarily consists of equipment manufacturing, instrumentation optimization software and directional drilling services.

Completion & Production Services

This business line is comprised of our operations involved in the completion, life-of-well maintenance and eventual plugging and abandonment of a well. These services include stimulation, coiled-tubing, cementing, wireline, workover, well-servicing and fluids management.

As a global provider of services for land-based and offshore oil and natural gas wells, Nabors fleet of rigs and equipment includes:

- 501 actively marketed land drilling rigs for oil and gas land drilling operations in the United States, Canada and over 20 other countries throughout the world.

- 444 actively marketed rigs for land well-servicing and workover services in the United States and approximately 98 rigs for land well-servicing and workover services in Canada.

- 37 platform and 7 jackup rigs actively marketed in the United States and multiple international markets.

- Approximately 805,000 hydraulic horsepower for hydraulic fracturing, cementing, nitrogen and acid pressure pumping services in key basins throughout the United States.

In addition:

- We offer a wide range of ancillary well-site services, including engineering, transportation and disposal, construction, maintenance, well logging, directional drilling, rig instrumentation, data collection and other support services in select U.S. and international markets.

- We manufacture and lease or sell top drives for a broad range of drilling applications, directional drilling systems, rig instrumentation and data collection equipment, pipeline handling equipment and rig reporting software.

- We have a 51% ownership interest in a joint venture in Saudi Arabia, which owns and actively markets 5 rigs in addition to the rigs we lease to the joint venture.

In June 2014, we along with certain of our subsidiaries, including Nabors Red Lion Limited (Red Lion), signed a definitive agreement to merge our completion and production services businesses with C&J Energy Services, Inc. (NYSE: CJES), an independent oilfield services and manufacturing company. Following the completion of this transaction, we will own approximately 53 percent of the combined company. Our expectation is to complete the transaction in the fiscal fourth quarter of 2014, but could extend into 2015. Following completion of the transaction, we expect to account for our investment in the combined company using the equity method of accounting.

Unless the context requires otherwise, references in this report to we, us, our, the Company, or Nabors mean Nabors Industries Ltd., together with our subsidiaries where the context requires, including Nabors Industries, Inc., a Delaware corporation (Nabors Delaware), our wholly owned subsidiary.

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Note 2 Summary of Significant Accounting Policies

Interim Financial Information

The unaudited consolidated financial statements of Nabors are prepared in conformity with accounting principles generally accepted in the United States (GAAP). Pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been omitted. Therefore, these financial statements should be read along with our annual report on Form 10-K for the year ended December 31, 2013 (2013 Annual Report). In management s opinion, the consolidated financial statements contain all adjustments necessary to present fairly our financial position as of September 30, 2014, as well as the results of our operations and comprehensive income (loss) for the three and nine months ended September 30, 2014 and 2013, and cash flows and changes in equity for the nine months ended September 30, 2014 and 2013, in accordance with GAAP. Interim results for the nine months ended September 30, 2014 may not be indicative of results that will be realized for the full year ending December 31, 2014.

Our independent registered public accounting firm has reviewed and issued a report on these consolidated interim financial statements in accordance with standards established by the Public Company Accounting Oversight Board. Pursuant to Rule 436(c) under the Securities Act of 1933, as amended (the Securities Act), their report should not be considered a part of any registration statement prepared or certified within the meanings of Sections 7 and 11 of such Act.

Prior Period Revision

During the first quarter of 2014, we determined that we had incorrectly applied certain aspects of ASC 830 - Foreign Currency Matters with respect to the recording of foreign currency gains or losses on certain intercompany transactions. GAAP requires the recognition of foreign currency gains or losses on U.S. dollar denominated intercompany balances of our subsidiaries that have a functional currency other than the U.S. dollar. The impact was primarily related to the periods between 2002 and 2009, which is the period over which a series of intercompany loans were outstanding between our Canadian subsidiary, whose functional currency is the Canadian dollar, and other subsidiaries whose functional currencies are the U.S. dollar.

The net effect understated net income for periods before 2009 by approximately $91.5 million, due to foreign currency gains that should have been recorded through net income, rather than through Cumulative Translation Adjustment (a component of Accumulated Other Comprehensive Income). The correction of this error resulted in a revision to increase the beginning Retained Earnings at January 1, 2010 by approximately $91.5 million with the offset being a decrease to Accumulated Other Comprehensive Income, both of which are components of Shareholders Equity. There was no material impact to our assets, liabilities, cash flows or profit and loss for any periods presented, and we do not consider this revision material to any period.

Principles of Consolidation

Our consolidated financial statements include the accounts of Nabors, as well as all majority owned and non-majority owned subsidiaries required to be consolidated under GAAP. All significant intercompany accounts and transactions are eliminated in consolidation.

Investments in operating entities where we have the ability to exert significant influence, but where we do not control operating and financial policies, are accounted for using the equity method. Our share of the net income (loss) of these entities is recorded as earnings (losses) from unconsolidated affiliates in our Consolidated Statements of Income (Loss). The investments in these entities are included in investment in unconsolidated affiliates in our Consolidated Balance Sheets.

Inventory

Inventory is stated at the lower of cost or market. Cost is determined using the first-in, first-out or weighted-average cost methods and includes the cost of materials, labor and manufacturing overhead. Inventory included the following:

	September 30, 2014	December 31, 2013
	(In thousands)	
Raw materials	$ 153,229	$ 128,606
Work-in-progress	40,550	26,762
Finished goods	49,097	54,425
	$ 242,876	$ 209,793

Goodwill

We initially assess goodwill for impairment based on qualitative factors to determine whether to perform the two-step annual goodwill impairment test, a Level 3 fair value measurement. After qualitative assessment, step one of the impairment test compares the estimated fair value of the reporting unit to its carrying amount. If the carrying amount exceeds the fair value, a second step is required to measure the goodwill impairment loss. The second step compares the implied fair value of the reporting unit s goodwill to its carrying amount. If the carrying amount exceeds the implied fair value, an impairment loss is recognized in an amount equal to the excess

The fair values calculated in these impairment tests were determined using discounted cash flow models involving assumptions based on our utilization of rigs or other oil and gas service equipment, revenues and earnings from affiliates, as well as direct costs, general and administrative costs, depreciation, applicable income taxes, capital expenditures and working capital requirements. Our discounted cash flow projections for each reporting unit were based on financial forecasts. The future cash flows were discounted to present value using discount rates determined to be appropriate for each reporting unit. Terminal values for each reporting unit were calculated using a Gordon Growth methodology with a long-term growth rate of 3%.

Our estimated fair values of our reporting units incorporate judgment and the use of estimates by management. Potential factors requiring assessment include a further or sustained decline in our stock price, declines in oil and natural gas prices, a variance in results of operations from forecasts, and additional transactions in the oil and gas industry. Another factor in determining whether impairment has occurred is the relationship between our market capitalization and our book value. As part of our annual review, we compared the sum of our reporting units estimated fair value, which included the estimated fair value of non-operating assets and liabilities, less debt, to our market capitalization and assessed the reasonableness of our estimated fair value. Any of the above-mentioned factors may cause us to re-evaluate goodwill during any quarter throughout the year.

Based on our review, there was no goodwill impairment for the third quarter of 2014.

Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) relating to the reporting of discontinued operations and the disclosures related to disposals of components of an entity. The new standard addresses the question around whether the disposal represents a strategic shift, if the operations and cash flows can be clearly distinguished and continuing involvement will no longer preclude a disposal from being presented as discontinued operations. These changes are effective for interim and annual periods that begin after December 15, 2014. Early application is permitted. We are currently evaluating the impact this will have on our consolidated financial statements.

In May 2014, the FASB issued an ASU relating to the revenue recognition from contracts with customers that creates a common revenue standard for GAAP and IFRS. The new standard will require recognition of revenue when promised goods are transferred or services to customers are performed in an amount that reflects the consideration, including costs incurred, to which the entity expects to be entitled in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. These changes are effective for interim and annual periods that begin after December 15,

2016. Early application is not permitted. We are currently evaluating the impact this will have on our consolidated financial statements.

In June 2014, the FASB issued an ASU relating to the accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The new standard will require the reporting entity to apply existing guidance in Topic 718-Compensation-Stock Compensation relating to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. These changes are effective for interim and annual periods that begin after December 15, 2015. Early application is permitted. We are currently evaluating the impact this will have on our consolidated financial statements.

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Note 3 Cash and Cash Equivalents and Short-term Investments

Certain information related to our cash and cash equivalents and short-term investments follows:

	September 30, 2014			December 31, 2013		
	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses
	(In thousands)					
Cash and cash equivalents	$ 404,453	$	$	$ 389,915	$	$
Short-term investments:						
Available-for-sale equity securities	60,346	33,021		96,942	68,395	
Available-for-sale debt securities:						
Corporate debt securities				19,388	4,122	
Mortgage-backed debt securities				210	11	
Mortgage-CMO debt securities	19			20		(2)
Asset-backed debt securities				658	2	(54)
Total available-for-sale debt securities	19			20,276	4,135	(56)
Total available-for-sale securities	60,365	33,021		117,218	72,530	(56)
Total short-term investments	60,365	33,021		117,218	72,530	(56)
Total cash, cash equivalents and short-term investments	$ 464,818	$ 33,021	$	$ 507,133	$ 72,530	$ (56)

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Certain information regarding our available-for-sale debt and equity securities is presented below:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands)		(In thousands)	
Available-for-sale				
Proceeds from sales and maturities	$	$ 408	$ 22,313	$ 107,361
Realized gains (losses), net	$ (267)	$ 2	$ 4,636	$ 88,159

Note 4 Fair Value Measurements

The following table sets forth, by level within the fair value hierarchy, our financial assets that are accounted for at fair value on a recurring basis as of September 30, 2014. Our debt securities could transfer into or out of a Level 1 or 2 measures depending on the availability of independent and current pricing at the end of each quarter. During the three and nine months ended September 30, 2014, there were no transfers of our financial assets between Level 1 and Level 2 measures. Additionally, there were no transfers in or out of Level 3. Our financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair Value as of September 30, 2014			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Assets:				
Short-term investments:				
Available-for-sale equity securities (energy industry)	$ 60,006	$ 340	$	$ 60,346
Available-for-sale debt securities:				
Mortgage-CMO debt securities		19		19
Total short-term investments	$ 60,006	$ 359	$	$ 60,365

Nonrecurring Fair Value Measurements

Fair value measurements were applied with respect to our nonfinancial assets and liabilities measured on a nonrecurring basis, which would consist of measurements primarily to assets held-for-sale, goodwill, intangible assets and other long-lived assets, assets acquired and liabilities assumed in a business combination and our pipeline contractual commitments.

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Fair Value of Financial Instruments

The fair value of our financial instruments has been estimated in accordance with GAAP. The fair value of our long-term debt, revolving credit facility and commercial paper is estimated based on quoted market prices or prices quoted from third-party financial institutions. The carrying and fair values of these liabilities were as follows:

	September 30, 2014		December 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
2.35% senior notes due September 2016	$ 349,870	$ 357,242	$ 349,820	$ 354,694
6.15% senior notes due February 2018	948,900	1,074,186	969,928	1,097,480
9.25% senior notes due January 2019	339,607	426,835	339,607	428,733
5.00% senior notes due September 2020	698,177	768,607	697,947	731,955
4.625% senior notes due September 2021	698,328	755,300	698,148	709,793
5.10% senior notes due September 2023	348,861	380,114	348,765	349,731
Subsidiary preferred stock (1)			69,188	69,000
Revolving credit facility	100,000	100,000	170,000	170,000
Commercial paper	771,374	771,374	329,844	329,844
Other	215	215	10,243	10,243
Total	$ 4,255,332	$ 4,633,873	$ 3,983,490	$ 4,251,473

(1) We redeemed all outstanding subsidiary preferred stock during the second quarter of 2014. See Note 8 Subsidiary Preferred Stock for additional discussion.

The fair values of our cash equivalents, trade receivables and trade payables approximate their carrying values due to the short-term nature of these instruments.

Note 5 Share-Based Compensation

We have several share-based employee and director compensation plans, which are more fully described in Note 9 Share-Based Compensation in our 2013 Annual Report. Total share-based compensation expense, which includes stock options and restricted stock, totaled $8.9 million and $7.1 million for the three months ended September 30, 2014 and 2013, respectively, and $28.1 million and $45.9 million for the nine months ended September 30, 2014 and 2013, respectively. Share-based compensation expense has been allocated to our various operating segments. See Note 13 Segment Information.

Stock Options

The total intrinsic value of stock options exercised during the nine months ended September 30, 2014 and 2013 was $49.1 million and $3.2 million, respectively. The total fair value of stock options that vested during the nine months ended September 30, 2014 and 2013 was $1.6 million and $4.0 million, respectively.

Restricted Stock

During the nine months ended September 30, 2014 and 2013, we awarded 1,154,615 and 4,375,260 shares of restricted stock, respectively, vesting over periods of up to four years, to our employees and directors. These awards had an aggregate value at their date of grant of $26.4 million and $71.7 million, respectively. The fair value of restricted stock that vested during the nine months ended September 30, 2014 and 2013 was $26.6 million and $36.6 million, respectively. The fair value of these awards is based on the closing price of Nabors stock on the date the awards are granted.

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Restricted Stock Based on Performance

During the nine months ended September 30, 2014, we awarded 362,311 shares of restricted stock, vesting over a period of three years, to some of our executives. The performance awards granted were based upon achievement of specific financial or operational objectives. The number of shares granted was determined by the number of performance goals achieved during the period beginning January 1, 2013 through December 31, 2013.

Our awards based on performance conditions are liability-classified awards until shares are granted, of which our accrued liabilities included $1.9 million at September 30, 2014 for the performance period beginning January 1, 2014 through December 31, 2014. The fair value of these awards are estimated at each reporting period, based on internal metrics and marked to market.

Restricted Stock Based on Market Conditions

During the nine months ended September 30, 2014 and 2013, we awarded 395,550 and 353,933 shares of restricted stock, respectively, which are equity-classified awards and will vest based on our performance compared to our peer group over a three-year period. These awards had an aggregate fair value at their date of grant of $4.5 million and $3.7 million, respectively, after consideration of all assumptions. The grant date fair value of these awards was based on a Monte Carlo model, using the following assumptions during the nine months ended September 30, 2014 and 2013:

	Nine Months Ended September 30,			
		2014		**2013**
Risk free interest rate		0.80%		0.41%
Expected Volatility		40.00%		46.00%
Closing stock price at grant date	$	18.19	$	16.53
Expected term (in years)		2.97 years		2.82 years

Note 6 Debt

Debt consisted of the following:

		September 30, 2014		**December 31, 2013**
		(In thousands)		
2.35% senior notes due September 2016	$	349,870	$	349,820
6.15% senior notes due February 2018		948,900		969,928
9.25% senior notes due January 2019		339,607		339,607
5.00% senior notes due September 2020		698,177		697,947
4.625% senior notes due September 2021		698,328		698,148

5.10% senior notes due September 2023		348,861		348,765
Commercial paper		771,374		329,844
Revolving credit facility		100,000		170,000
Other		215		10,243
	$	4,255,332	$	3,914,302
Less: current portion		196		10,185
	$	4,255,136	$	3,904,117

Commercial Paper Program

As of September 30, 2014, we had approximately $771.4 million of commercial paper outstanding. The weighted average interest rate on borrowings at September 30, 2014 was 0.35%. Our commercial paper borrowings are classified as long-term debt because the borrowings are fully supported by availability under our revolving credit facility, which as currently structured matures in November 2017, more than one year from the date of the Consolidated Balance Sheets.

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Revolving Credit Facility

As of September 30, 2014, we had approximately $100.0 million of borrowings outstanding. The weighted average interest rate on borrowings at September 30, 2014 was 1.46%. The revolving credit facility contains various covenants and restrictive provisions that limit our ability to incur additional indebtedness, make investments or loans and create liens and require us to maintain a net funded indebtedness to total capitalization ratio, as defined in the agreement. We were in compliance with all covenants under the agreement at September 30, 2014. If we fail to perform our obligations under the covenants, the revolving credit commitment could be terminated, and any outstanding borrowings under the facility could be declared immediately due and payable.

6.15% Senior Notes Due February 2018

During the three months ended September 30, 2014, Nabors Delaware redeemed $22.0 million principal amount of these notes. Nabors Delaware paid the holders an aggregate of approximately $25.7 million which includes approximately $0.6 million in accrued interest and $3.1 million premium, which is reflected in losses (gains) on sales and disposals of long-lived assets and other expenses (income), net in our Consolidated Statements of Income (Loss).

Note 7 Common Shares

During the nine months ended September 30, 2014 and 2013, our employees exercised vested options to acquire 3.0 million and 0.5 million of our common shares, respectively, resulting in proceeds of $30.2 million and $4.4 million, respectively. During the nine months ended September 30, 2014 and 2013, we withheld 0.3 million and 0.2 million, respectively, of our common shares with a fair value of $7.6 million and $3.1 million, respectively, to satisfy tax withholding obligations in connection with the vesting of all stock awards.

On July 24, 2014, a cash dividend of $0.06 per share was declared for shareholders of record on September 9, 2014. The dividend was paid on September 30, 2014 in the amount of $18.0 million and was charged to retained earnings in our Consolidated Statement of Changes in Equity for the nine months ended September 30, 2014.

On September 11, 2014, with approval of the Board of Directors (Board), we purchased 10.375 million of our common shares, at $24.10 per share, for a total aggregate amount of approximately $250 million. This purchase was an isolated event and was not part of a broader Board approved repurchase program. The Board continuously seeks to increase returns to shareholders, and as a result, this could lead to additional repurchases in the future, although we do not have a plan in place to do so at this time.

Note 8 Subsidiary Preferred Stock

During the nine months ended September 30, 2014, we paid $70.9 million to redeem the 75,000 shares of Series A Preferred Stock outstanding of our subsidiary and paid all dividends due on such shares. The result of the redemption was a loss of $1.688 million, representing the difference between the redemption amount and the carrying value of the subsidiary preferred stock. The loss results in a charge to retained earnings and a reduction to net income used to determine income available for common shareholders in the calculation of basic and diluted earnings per share in the period of transaction. We also paid regular and accrued dividends of $750,000 and $108,750, respectively, and special dividends of $375,000. These dividends were treated as regular dividends, and as such were reflected in earnings in the Consolidated Statement of Income (Loss) for the nine months ended September 30, 2014.

Note 9 Commitments and Contingencies

Contingencies

Income Tax

We are subject to income taxes in the United States and numerous other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly audited by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different than what is reflected in income tax provisions and accruals. An audit or litigation could materially affect our financial position, income tax provision, net income, or cash flows in the period or periods challenged.

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It is possible that future changes to tax laws (including tax treaties) could impact our ability to realize the tax savings recorded to date as well as future tax savings, resulting from our 2002 corporate reorganization. See Note 14 Income Taxes to our 2013 Annual Report for additional discussion.

In 2006, Nabors Drilling International Limited, one of our wholly owned Bermuda subsidiaries (NDIL), received a Notice of Assessment from Mexico s federal tax authorities in connection with the audit of NDIL s Mexico branch for 2003. The notice proposed to deny depreciation expense deductions relating to drilling rigs operating in Mexico in 2003. The notice also proposed to deny a deduction for payments made to an affiliated company for the procurement of labor services in Mexico. NDIL s Mexico branch took similar deductions for depreciation and labor expenses from 2004 to 2008. In 2009, the government proposed similar assessments against the Mexico branch of another wholly owned Bermuda subsidiary, Nabors Drilling International II Ltd. (NDIL II) for 2006. We anticipate that a similar assessment will eventually be proposed against NDIL through 2008 and against NDIL II for 2007 to 2010. Although we previously concluded that the deductions were appropriate for each of the years, a reserve has been recorded in accordance with GAAP. During 2013, we reached a negotiated settlement for NDIL s 2003, 2005 and 2006 tax years (the statute of limitations had previously expired on the 2004 tax year) and NDIL II s 2006 tax year. Accordingly, the corresponding reserves were reduced by approximately $20 million during 2013. After this settlement, the remaining amounts assessed or expected to be assessed in the aggregate, range from $30 million to $35 million, for which reserves are recorded in accordance with GAAP. If we ultimately do not prevail, we would be required to recognize additional tax expense for any amount in excess of the current reserve.

Self-Insurance

We estimate the level of our liability related to insurance and record reserves for these amounts in our consolidated financial statements. Our estimates are based on the facts and circumstances specific to existing claims and our past experience with similar claims. These loss estimates and accruals recorded in our financial statements for claims have historically been reasonable in light of the actual amount of claims paid and are actuarially supported. Although we believe our insurance coverage and reserve estimates are reasonable, a significant accident or other event that is not fully covered by insurance or contractual indemnity could occur and could materially affect our financial position and results of operations for a particular period.

We self-insure for certain losses relating to workers compensation, employers liability, general liability, automobile liability and property damage. Effective April 1, 2014, some of our workers compensation claims, employers liability and marine employers liability claims are subject to a $3.0 million per-occurrence deductible; additionally, some of our automobile liability claims are subject to a $2.5 million deductible. General liability claims remain subject to a $5.0 million per-occurrence deductible.

In addition, we are subject to a $5.0 million deductible for land rigs and for offshore rigs. This applies to all kinds of risks of physical damage except for named windstorms in the U.S. Gulf of Mexico for which we are self-insured.

Litigation

Nabors and its subsidiaries are defendants or otherwise involved in a number of lawsuits in the ordinary course of business. We estimate the range of our liability related to pending litigation when we believe the amount and range of loss can be estimated. We record our best estimate of a loss when the loss is considered probable. When a liability is probable and there is a range of estimated loss with no best estimate in the range, we record the minimum estimated liability related to the lawsuits or claims. As additional information becomes available, we assess the potential liability related to our pending litigation and claims and revise our estimates. Due to uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ from our estimates. For matters where an unfavorable outcome is reasonably possible and significant, we disclose the nature of the matter and a range of potential exposure, unless an estimate cannot be made at the time of disclosure. In the opinion of management and based on liability accruals provided, our ultimate exposure with respect to these pending lawsuits and claims is not expected to have a material adverse effect on our consolidated financial position or cash flows, although they could have a material adverse effect on our results of operations for a particular reporting period.

In 2009, the Court of Ouargla entered a judgment of approximately $17.7 million (at current exchange rates) against us relating to alleged customs infractions in Algeria. We believe we did not receive proper notice of the judicial proceedings, and that the amount of the judgment was excessive in any case. We asserted the lack of legally required notice as a basis for challenging the judgment on appeal to the Algeria Supreme Court. In May 2012, that court reversed the lower court and remanded the case to the Ouargla Court of Appeals for treatment consistent with the Supreme Court s ruling. In January 2013, the Ouargla Court of Appeals reinstated the judgment. We have again lodged an appeal to the Algeria Supreme Court, asserting the same challenges as before. Based upon our understanding of applicable law and precedent, we continue to believe that we will prevail. Although the appeal remains ongoing at this time, the Hassi Messaoud customs office recently initiated efforts to collect the judgment prior to the Supreme Court s decision in

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the case. As a result, we paid approximately $3.1 million and posted security of approximately $1.33 million to suspend those collection efforts and to enter into a formal negotiations process with the customs authority. We have recorded a reserve in the amount of the posted security. If we are ultimately required to pay a fine or judgment related to this matter, the resulting loss could be up to $13.3 million in excess of amounts accrued.

In 2011, the Court of Ouargla entered a judgment of approximately $34.8 million (at current exchange rates) against us relating to alleged violations of Algeria s foreign currency exchange controls, which require that goods and services provided locally be invoiced and paid in local currency. The case relates to certain foreign currency payments made to us by CEPSA, a Spanish operator, for wells drilled in 2006. Approximately $7.5 million of the total contract amount was paid offshore in foreign currency, and approximately $3.2 million was paid in local currency. The judgment includes fines and penalties of approximately four times the amount at issue. We have appealed the ruling based on our understanding that the law in question applies only to resident entities incorporated under Algerian law. An intermediate court of appeals upheld the lower court s ruling, and we appealed the matter to the Algeria Supreme Court, which overturned the decision on September 25, 2014. The case will be reheard in light of the Algeria Supreme Court s opinion. While our payments were consistent with our historical operations in the country, and, we believe, those of other multinational corporations there, as well as interpretations of the law by the Central Bank of Algeria, the ultimate resolution of this matter could result in a loss of up to $26.8 million in excess of amounts accrued.

In 2012, Nabors Global Holdings II Limited (NGH2L) signed a contract with ERG Resources, LLC (ERG) relating to the sale of all of the Class A shares of NGH2L s wholly owned subsidiary, Ramshorn International Limited, an oil and gas exploration company. When ERG failed to meet its closing obligations, NGH2L terminated the transaction on March 19, 2012 and, as contemplated in the agreement, retained ERG s $3.0 million escrow deposit. ERG filed suit the following day in the 61st Judicial District Court of Harris County, Texas, in a case styled ERG Resources, LLC v. Nabors Global Holdings II Limited, Ramshorn International Limited, and Parex Resources, Inc.; Cause No. 2012-16446, seeking injunctive relief to halt any sale of the shares to a third party, specifically naming as defendant Parex Resources, Inc. (Parex). The lawsuit also seeks monetary damages of up to $750.0 million based on an alleged breach of contract by NGH2L and alleged tortious interference with contractual relations by Parex. Nabors successfully defeated ERG s effort to obtain a temporary restraining order from the Texas court on March 20, 2012. Nabors completed the sale of Ramshorn s Class A shares to a Parex affiliate in April 2012, which mooted ERG s application for a temporary injunction. The lawsuit is staid, pending further court actions. ERG retains its causes of action for monetary damages, but Nabors believes the claims are foreclosed by the terms of the agreement and are without factual or legal merit. Although we are vigorously defending the lawsuit, its ultimate outcome cannot be determined at this time.

On July 30, 2014, Nabors and Red Lion, along with C&J Energy Services, Inc. (CJES), and the members of the board of directors of CJES, including its management directors, were sued in a putative shareholder class action by the stockholders of CJES. The case is styled City of Miami General Employees and Sanitation Employees Retirement Trust, et al. v. C&J Energy Services, Inc., et al.; C.A. No. 9980; In the Court of Chancery of the State of Delaware. The complaint alleges that the CJES directors breached their fiduciary duties in connection with the transaction between CJES, Nabors and Red Lion, and that CJES, Nabors and Red Lion aided and abetted these alleged violations. The complaint seeks injunctive relief, including an injunction against the consummation of the transactions, together with attorney s fees and costs. We believe that the case is without merit and intend to vigorously defend it.

Off-Balance Sheet Arrangements (Including Guarantees)

We are a party to some transactions, agreements or other contractual arrangements defined as off-balance sheet arrangements that could have a material future effect on our financial position, results of operations, liquidity and capital resources. The most significant of these off-balance sheet arrangements involve agreements and obligations under which we provide financial or performance assurance to third parties. Certain of these agreements serve as guarantees, including standby letters of credit issued on behalf of insurance carriers in conjunction with our workers compensation insurance program and other financial surety instruments such as bonds. In addition, we have provided indemnifications, which serve as guarantees, to some third parties. These guarantees include indemnification provided by Nabors to our share transfer agent and our insurance carriers. We are not able to estimate the potential future maximum payments that might be due under our indemnification guarantees.

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Management believes the likelihood that we would be required to perform or otherwise incur any material losses associated with any of these guarantees is remote. The following table summarizes the total maximum amount of financial guarantees issued by Nabors:

	Maximum Amount				
	Remainder of 2014	2015	2016	Thereafter	Total
	(In thousands)				
Financial standby letters of credit and other financial surety instruments	$ 63,632	$ 127,994	$ 75	$ 18	$ 191,719

Note 10 Earnings (Losses) Per Share

Accounting Standards Codification (ASC) 260, Earnings per Share, requires companies to treat unvested share-based payment awards that have non-forfeitable rights to dividends or dividend equivalents as a separate class of securities in calculating earnings (losses) per share. We have granted and expect to continue to grant to employees restricted stock grants that contain non-forfeitable rights to dividends. Such grants are considered participating securities under ASC 260. As such, we are required to include these grants in the calculation of our basic earnings (losses) per share and calculate basic earnings (losses) per share using the two-class method. The two-class method of computing earnings per share is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings.

Basic earnings (losses) per share is computed utilizing the two-class method and is calculated based on the weighted-average number of common shares outstanding during the periods presented.

Diluted earnings (losses) per share is computed using the weighted-average number of common and common equivalent shares outstanding during the periods utilizing the two-class method for stock options and unvested restricted stock.

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A reconciliation of the numerators and denominators of the basic and diluted earnings (losses) per share computations is as follows:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands, except per share amounts)			
BASIC EPS:				
Net income (loss) (numerator):				
Income (loss) from continuing operations, net of tax	$ 102,430	$ (90,510)	$ 217,136	$ 29,825
Less: net (income) loss attributable to noncontrolling interest	(387)	(441)	(1,213)	(6,154)
Less: loss on redemption of subsidiary preferred stock			(1,688)	
Less: (earnings) losses allocated to unvested shareholders	(1,579)	1,411	(3,286)	671
Numerator for basic earnings per share:				
Adjusted income (loss) from continuing operations	$ 100,464	$ (89,540)	$ 210,949	$ 24,342
Income (loss) from discontinued operations	$ 4,005	$ (14,430)	$ 4,488	$ (34,292)
Weighted-average number of shares outstanding - basic	292,621	295,076	292,613	293,837
Earnings (losses) per share:				
Basic from continuing operations	$ 0.34	$ (0.30)	$ 0.72	$ 0.08
Basic from discontinued operations	0.02	(0.05)	0.02	(0.11)
Total Basic	$ 0.36	$ (0.35)	$ 0.74	$ (0.03)
DILUTED EPS:				
Income (loss) from continuing operations attributed to common shareholders	$ 100,464	$ (89,540)	$ 210,949	$ 24,342
Add: effect of reallocating undistributed earnings of unvested shareholders	11		25	
Adjusted income (loss) from continuing operations attributed to common shareholders	$ 100,475	$ (89,540)	$ 210,974	$ 24,342
Income (loss) from discontinued operations	$ 4,005	$ (14,430)	$ 4,488	$ (34,292)
Weighted-average number of shares outstanding - basic	292,621	295,076	292,613	293,837
Add: dilutive effect of potential common shares	2,384		2,740	2,371
Weighted-average number of diluted shares outstanding	295,005	295,076	295,353	296,208
Earnings (losses) per share:				
Diluted from continuing operations	$ 0.34	$ (0.30)	$ 0.71	$ 0.08
Diluted from discontinued operations	0.01	(0.05)	0.02	(0.11)
Total Diluted	$ 0.35	$ (0.35)	$ 0.73	$ (0.03)

For all periods presented, the computation of diluted earnings (losses) per share excludes outstanding stock options with exercise prices greater than the average market price of our common shares, because their inclusion would be anti-dilutive and because they are not considered participating securities. The average number of options that were excluded from diluted earnings (losses) per share that would potentially dilute earnings (losses) per share were 5,389,090 and 18,786,837 shares during the three months ended September 30, 2014 and 2013, respectively, and 6,341,624 and 11,887,169 shares during the nine months ended September 30, 2014 and 2013, respectively. In any period during which the average market price of our common shares exceeds the exercise prices of these stock options, such stock options will be included in our diluted earnings (losses) per share computation using the if-converted method of accounting.

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Note 11 Supplemental Balance Sheet, Income Statement and Cash Flow Information

Accrued liabilities include the following:

	September 30, 2014	December 31, 2013
	(In thousands)	
Accrued compensation	$ 182,028	$ 172,803
Deferred revenue	314,773	202,918
Other taxes payable	58,287	76,781
Workers compensation liabilities	29,459	29,459
Interest payable	17,857	64,728
Warranty accrual	4,791	4,653
Litigation reserves	23,750	30,784
Current liability to discontinued operations	23,817	64,404
Professional fees	2,842	2,971
Current deferred tax liability	3,075	3,075
Current liability to acquisition of KVS	22,033	22,033
Other accrued liabilities	19,796	22,484
	$ 702,508	$ 697,093

Investment income (loss) includes the following:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands)			
Interest and dividend income	$ 2,323	$ 1,107	$ 5,318	$ 4,225
Gains (losses) on investments, net	(134)	122	4,917(1)	91,246(2)
	$ 2,189	$ 1,229	$ 10,235	$ 95,471

(1) Includes realized gains of $4.9 million from the sale of available-for-sale securities.

(2) Includes realized gains of $88.2 million from the sale of available-for-sale securities and net realized gains of $2.5 million from the sale of our trading securities.

Losses (gains) on sales and disposals of long-lived assets and other expense (income), net include the following:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013

	(In thousands)			
Losses (gains) on sales, disposals and involuntary conversions of long-lived assets	$ (27,641)(1)	$ 2,806	$ (14,095)(1)	$ 8,150
Litigation expenses	3,177	1,983	6,804	7,642
Merger transaction expenses	17,000(2)		17,000(2)	
Foreign currency transaction losses (gains)	2,374	(290)	3,417	7,017
Other losses (gains)	3,577	(1,233)	3,341	4,436
	$ (1,513)	$ 3,266	$ 16,467	$ 27,245

(1) Includes a $22.2 million gain related to the disposition of our Alaska E&P assets. See Note 12 Assets Held-for-Sale and Discontinued Operations.

(2) Represents transaction costs related to the merger with CJES, including professional fees and other costs incurred to re-organize the business in contemplation of the merger.

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Impairments and other charges include the following:

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
	(In thousands)	
Termination of employment contract	$	$ 45,000(1)
Loss on tendered notes	208,197	208,197(2)
Provision for retirement of assets	14,044	14,044(3)
Impairment of long-lived assets	20,000	20,000(4)
	$ 242,241	$ 287,241

There were no impairment charges during the three and nine months ended September 30, 2014.

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(1) Represents a one-time stock grant valued at $27.0 million, which vested immediately, and $18.0 million in cash awarded and paid to Mr. Petrello in connection with the termination of his prior employment agreement. See Note 9 Commitments and Contingencies to our 2013 Annual Report for additional discussion.

(2) Represents the loss related to the extinguishment of debt in connection with the tender offer for our 9.25% senior notes.

(3) Represents provision for retirement of long-lived assets in our International operations totaling $14.0 million, which reduced the carrying value of some assets to their salvage value. The retirements were related to assets in Saudi Arabia and included obsolete top-drives, nonworking trucks, generators, engines and other miscellaneous equipment. A continued period of lower oil prices and its potential impact on our utilization and dayrates could result in the recognition of future impairment charges to additional assets if future cash flow estimates, based upon information then available to management, indicate that the carrying value of those assets may not be recoverable.

(4) Represents impairment of $20.0 million to our fleet of coil-tubing units in our Completion & Production Services operating segment. Intense competition and oversupply of equipment has led to lower utilization and margins for this product line, and we have recently decided to suspend the majority of our operations for these assets. When these factors were considered as part of our annual impairment tests on long-lived assets, the sum of the estimated future cash flows, on an undiscounted basis, was less than the carrying amount of these assets. The estimated fair values of these assets were calculated using discounted cash flow models involving assumptions based on our utilization of the assets, revenues as well as direct costs, capital expenditures and working capital requirements. We believe the fair value estimated for purposes of these tests represents a Level 3 fair value measurement. A prolonged period of slow economic recovery could continue to adversely affect the demand for and prices of our services, which could result in future impairment charges for other reporting units due to the potential impact on our estimate of our future operating results.

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The changes in accumulated other comprehensive income (loss), by component, includes the following:

	Gains (losses) on cash flow hedges	Unrealized gains (losses) on available-for-sale securities	Defined benefit pension plan items (In thousands)	Foreign currency items	Total
As of January 1, 2013 (1)	$ (2,793)	$ 134,229	$ (7,632)	$ 216,339	$ 340,143
Other comprehensive income (loss) before reclassifications		1,549		(36,853)	(35,304)
Amounts reclassified from accumulated other comprehensive income (loss) (2)	280	(85,456)	516		(84,660)
Net other comprehensive income (loss)	280	(83,907)	516	(36,853)	(119,964)
As of September 30, 2013	$ (2,513)	$ 50,322	$ (7,116)	$ 179,486	$ 220,179

	Gains (losses) on cash flow hedges	Unrealized gains (losses) on available-for-sale securities	Defined benefit pension plan items (In thousands)	Foreign currency items	Total
As of January 1, 2014 (1)	$ (2,419)	$ 71,742	$ (4,075)	$ 150,892	$ 216,140
Other comprehensive income (loss) before reclassifications		(34,646)		(46,052)	(80,698)
Amounts reclassified from accumulated other comprehensive income (loss) (2)	280	(3,726)	226		(3,220)
Net other comprehensive income (loss)	280	(38,372)	226	(46,052)	(83,918)
As of September 30, 2014	$ (2,139)	$ 33,370	$ (3,849)	$ 104,840	$ 132,222

(1) Reflects amounts reclassified from foreign currency translation adjustment to retained earnings as discussed in Note 2 Summary of Significant Accounting Policies.

(2) All amounts are net of tax. Amounts in parentheses indicate debits.

The line items that were reclassified to net income include the following:

Line item in consolidated statement of income (loss)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands)			
Investment income (loss)	$ (267)	$ 2	$ 4,636	$ 88,159
Interest expense	153	153	459	459

General and administrative expenses		123		280		369		842
Total before tax	$	(543)	$	(431)	$	3,808	$	86,858
Tax expense (benefit)		(141)		(168)		588		2,198
Reclassification adjustment for (gains)/losses included in net income (loss)	$	(402)	$	(263)	$	3,220	$	84,660

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Note 12 Assets Held-for-Sale and Discontinued Operations

	September 30, 2014	December 31, 2013
	(In thousands)	
Oil and Gas	$ 158,327	$ 239,936
Rig Services		3,328
	$ 158,327	$ 243,264

Assets held-for-sale as of September 30, 2014 consisted solely of our oil and gas holdings in the Horn River basin in Western Canada.

We have contracts with pipeline companies to pay specified fees based on committed volumes for gas transport and processing. At September 30, 2014, our undiscounted contractual commitments for these contracts approximated $95.2 million and we had liabilities of $47.1 million, $23.8 million of which were classified as current and were included in accrued liabilities. At December 31, 2013, we had liabilities of $113.6 million, $64.4 million of which were classified as current and were included in accrued liabilities. These amounts represent our best estimate of the fair value of the excess capacity of the pipeline commitments calculated using a discounted cash flow model, when considering our disposal plan, current production levels, natural gas prices and expected utilization of the pipeline over the remaining contractual term. Decreases in actual production or natural gas prices could result in future charges related to excess pipeline commitments.

Discontinued Operations

Our condensed statements of income (loss) from discontinued operations for each operating segment were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Operating revenues				
Oil and Gas	$ 2,314	$ 1,803	$ 10,842	$ 23,842
Income (loss) from Oil and Gas discontinued operations:				
Income (loss) from discontinued operations	$ (509)	$ (8,555)	$ 1,027	$ (11,227)
Less: Impairment charges or other (gains) and losses on sale of wholly owned assets and obligations	(7,312) (1)	4,834	(5,901) (1)	47,027
Less: Income tax expense (benefit)	2,798	2,011	2,440	(9,154)
Income (loss) from Oil and Gas discontinued operations, net of tax	$ 4,005	$ (15,400)	$ 4,488	$ (49,100)

(1) Reflects a gain related to our pipeline contractual commitments resulting from mitigation agreements to transfer pipeline/processing capacity.

During the three months ended September 30, 2014, we sold a large portion of our oil and gas properties located on the North Slope of Alaska. Under the terms of the agreement, we received $35.1 million at closing and expect to receive additional payments of $27.0 million upon certain future dates or the properties achieving certain production targets. In addition, we will retain a working interest at various interests and an overriding royalty interest in the properties at various interests. The working interest is fully carried up to $600 million of total project costs. The transaction generally remains subject to approval of local Alaska regulatory authorities, among other usual and customary conditions. The $22.2 million gain from the transaction is included in losses (gains) on sales and disposals of long-lived assets and other expense (income), net in our Consolidated Statements of Income (Loss) for the three and nine months ended September 30, 2014. The retained interest, which is valued at approximately $26.2 million, is no longer classified as assets-held-for-sale and is included in other long-term assets. We have not recast prior period results as the balances are not material to our Consolidated Statements of Income (Loss) for any period.

During the three and nine months ended September 30, 2013, Rig Services contributed operating revenues of $34.8 million and $116.5 million, respectively. Income from discontinued operations, net of tax was $1.0 million and $14.8 million, respectively, for the same periods.

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Note 13 Segment Information

The following table sets forth financial information with respect to our operating segments:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands)			
Operating revenues and Earnings (losses) from unconsolidated affiliates: (1)				
Drilling & Rig Services:				
U.S.	$ 571,736	$ 491,857	$ 1,615,106	$ 1,443,759
Canada	80,491	81,397	246,973	273,053
International	424,698	383,712	1,191,018	1,056,649
Rig Services (2)	191,437	131,151	496,903	383,502
Subtotal Drilling & Rig Services (3)	1,268,362	1,088,117	3,550,000	3,156,963
Completion & Production Services:				
Completion Services	352,027	266,520	856,565	782,674
Production Services	259,863	246,806	793,641	742,979
Subtotal Completion & Production Services (4)	611,890	513,326	1,650,206	1,525,653
Other reconciling items (5)	(69,341)	(52,478)	(185,717)	(135,952)
Total	$ 1,810,911	$ 1,548,965	$ 5,014,489	$ 4,546,664

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	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands)			
Adjusted income (loss) derived from operating activities (1) (6)				
Drilling & Rig Services:				
U.S.	$ 117,212	$ 92,710	$ 279,683	$ 240,118
Canada	11,517	12,244	37,902	46,657
International	68,452	54,271	167,154	108,221
Rig Services (2)	21,136	2,357	38,923	(1,739)
Subtotal Drilling & Rig Services (3)	218,317	161,582	523,662	393,257
Completion & Production Services:				
Completion Services	14,211	13,024	(20,005)	37,650
Production Services	21,182	25,909	81,662	75,394
Subtotal Completion & Production Services (4)	35,393	38,933	61,657	113,044
Other reconciling items (5)	(50,333)	(34,622)	(139,441)	(107,666)
Total adjusted income (loss) derived from operating activities	$ 203,377	$ 165,893	$ 445,878	$ 398,635
Interest expense	(43,138)	(56,059)	(134,251)	(176,343)
Investment income (loss)	2,189	1,229	10,235	95,471
Gains (losses) on sales and disposals of long-lived assets and other income (expense), net	1,513	(3,266)	(16,467)	(27,245)
Impairments and other charges		(242,241)		(287,241)
Income (loss) from continuing operations before income taxes	163,941	(134,444)	305,395	3,277
Income tax expense (benefit)	61,511	(44,684)	86,275	(28,798)
Subsidiary preferred stock dividend		750	1,984	2,250
Income (loss) from continuing operations, net of tax	102,430	(90,510)	217,136	29,825
Income (loss) from discontinued operations, net of tax	4,005	(14,430)	4,488	(34,292)
Net income (loss)	106,435	(104,940)	221,624	(4,467)
Less: Net (income) loss attributable to noncontrolling interest	(387)	(441)	(1,213)	(6,154)
Net income (loss) attributable to Nabors	$ 106,048	$ (105,381)	$ 220,411	$ (10,621)

	September 30, 2014	December 31, 2013
	(In thousands)	
Total assets:		
Drilling & Rig Services:		
U.S.	$ 4,438,876	$ 4,248,630
Canada	599,979	608,018
International	3,988,285	3,584,339
Rig Services	522,673	474,275
Subtotal Drilling & Rig Services (7)	9,549,813	8,915,262
Completion & Production Services (8) (9)	2,326,016	2,394,865
Other reconciling items (5)	743,511	849,684
Total assets:	$ 12,619,340	$ 12,159,811

(1) All periods present the operating activities of our wholly owned oil and gas businesses, aircraft logistics operations and construction services as discontinued operations.

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(2) Includes our drilling technology and top drive manufacturing, directional drilling, rig instrumentation and software services. These services represent our other companies that are not aggregated into a separate reportable operating segment.

(3) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of $(2.9) million for each of the three months ended September 30, 2014 and 2013, and $(6.1) million and $1.0 million for the nine months ended September 30, 2014 and 2013, respectively.

(4) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of $0 million and $0.3 million for the three months ended September 30, 2014 and 2013, respectively, and $0.2 million and $0.6 million for the nine months ended September 30, 2014 and 2013, respectively.

(5) Represents the elimination of inter-segment transactions and unallocated corporate expenses and assets.

(6) Adjusted income (loss) derived from operating activities is computed by subtracting the sum of direct costs, general and administrative expenses, depreciation and amortization from the sum of Operating revenues and Earnings (losses) from unconsolidated affiliates. Adjusted income is a non-GAAP measure and should not be used in isolation as a substitute for the amounts reported in accordance with GAAP. However, management evaluates the performance of our business units and the consolidated company based on several criteria, including adjusted income (loss) derived from operating activities, because it believes that these financial measures accurately reflect our ongoing profitability. A reconciliation of this non-GAAP measure to income (loss) from continuing operations before income taxes, which is a GAAP measure, is provided in the above table.

(7) Includes $50.8 million and $56.9 million of investments in unconsolidated affiliates accounted for using the equity method as of September 30, 2014 and December 31, 2013, respectively.

(8) Reflects assets allocated to the line of business necessary to conduct its operations. Further allocation to individual operating segments of Completion & Production Services is not available.

(9) Includes $9.7 million and $7.4 million of investments in unconsolidated affiliates accounted for using the equity method as of September 30, 2014 and December 31, 2013, respectively.

Note 14 Condensed Consolidating Financial Information

Nabors has fully and unconditionally guaranteed all of the issued public debt securities of Nabors Delaware, a 100% owned subsidiary. Nabors guarantee of the issuer is joint and several. Nabors, as guarantor, has no restrictions on dividends paid to shareholders. The following condensed consolidating financial information is included so that separate financial statements of Nabors Delaware are not required to be filed with the SEC. The condensed consolidating financial statements present investments in both consolidated and unconsolidated affiliates using the equity method of accounting.

The following condensed consolidating financial information presents condensed consolidating balance sheets as of September 30, 2014 and December 31, 2013 and statements of income (loss) and statements of comprehensive income (loss) for the three and nine months ended September 30, 2014 and 2013, and statements of cash flows for the nine months ended September 30, 2014 and 2013 of (a) Nabors, parent/guarantor, (b) Nabors Delaware, issuer of public debt securities guaranteed by Nabors, (c) the non-guarantor subsidiaries, (d) consolidating adjustments necessary to consolidate Nabors and its subsidiaries and (e) Nabors on a consolidated basis.

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Condensed Consolidating Balance Sheets

	September 30, 2014				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors)	Consolidating Adjustments	Total
	(In thousands)				
ASSETS					
Current assets:					
Cash and cash equivalents	$ 2,423	$ 7	$ 402,023	$	$ 404,453
Short-term investments			60,365		60,365
Assets held for sale			158,327		158,327
Accounts receivable, net			1,624,441		1,624,441
Inventory			242,876		242,876
Deferred income taxes			91,837		91,837
Other current assets	50	5,428	204,694		210,172
Total current assets	2,473	5,435	2,784,563		2,792,471
Long-term investments			2,568		2,568
Property, plant and equipment, net		31,201	8,985,307		9,016,508
Goodwill			512,203		512,203
Intercompany receivables	182,433		1,386,139	(1,568,572)	
Investment in consolidated affiliates	5,712,818	6,209,501	1,812,792	(13,735,111)	
Investment in unconsolidated affiliates			60,451		60,451
Other long-term assets		30,618	204,521		235,139
Total assets	$ 5,897,724	$ 6,276,755	$ 15,748,544	$ (15,303,683)	$ 12,619,340
LIABILITIES AND EQUITY					
Current liabilities:					
Current portion of debt	$	$	$ 196	$	$ 196
Trade accounts payable	65	5	693,861		693,931
Accrued liabilities	5,786	17,810	678,912		702,508
Income taxes payable			18,946		18,946
Total current liabilities	5,851	17,815	1,391,915		1,415,581
Long-term debt		4,277,063	(21,927)		4,255,136
Other long-term liabilities		30,076	566,892		596,968
Deferred income taxes		(276,525)	754,946		478,421
Intercompany payable	29,000	1,539,572		(1,568,572)	
Total liabilities	34,851	5,588,001	2,691,826	(1,568,572)	6,746,106
Subsidiary preferred stock					
Shareholders equity	5,862,873	688,754	13,046,357	(13,735,111)	5,862,873
Noncontrolling interest			10,361		10,361
Total equity	5,862,873	688,754	13,056,718	(13,735,111)	5,873,234
Total liabilities and equity	$ 5,897,724	$ 6,276,755	$ 15,748,544	$ (15,303,683)	$ 12,619,340

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	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	December 31, 2013 Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
			ASSETS		
Current assets:					
Cash and cash equivalents	$ 730	$ 7,029	$ 382,156	$	$ 389,915
Short-term investments			117,218		117,218
Assets held for sale			243,264		243,264
Accounts receivable, net	27		1,399,516		1,399,543
Inventory			209,793		209,793
Deferred income taxes			121,316		121,316
Other current assets	50	26,378	246,353		272,781
Total current assets	807	33,407	2,719,616		2,753,830
Long-term investments			3,236		3,236
Property, plant and equipment, net		33,815	8,563,998		8,597,813
Goodwill			512,964		512,964
Intercompany receivables	160,136	3,891	1,583,539	(1,747,566)	
Investment in consolidated affiliates	5,808,607	6,097,337	1,789,851	(13,695,795)	
Investment in unconsolidated affiliates			64,260		64,260
Other long-term assets		34,487	193,221		227,708
Total assets	$ 5,969,550	$ 6,202,937	$ 15,430,685	$ (15,443,361)	$ 12,159,811
			LIABILITIES AND EQUITY		
Current liabilities:					
Current portion of debt	$	$	$ 10,185	$	$ 10,185
Trade accounts payable	86	25	545,401		545,512
Accrued liabilities	378	65,947	630,768		697,093
Income taxes payable			58,634		58,634
Total current liabilities	464	65,972	1,244,988		1,311,424
Long-term debt		3,904,059	58		3,904,117
Other long-term liabilities		31,071	346,673		377,744
Deferred income taxes		(213,233)	729,394		516,161
Intercompany payable		1,747,566		(1,747,566)	
Total liabilities	464	5,535,435	2,321,113	(1,747,566)	6,109,446
Subsidiary preferred stock			69,188		69,188
Shareholders equity	5,969,086	667,502	13,028,293	(13,695,795)	5,969,086
Noncontrolling interest			12,091		12,091
Total equity	5,969,086	667,502	13,040,384	(13,695,795)	5,981,177
Total liabilities and equity	$ 5,969,550	$ 6,202,937	$ 15,430,685	$ (15,443,361)	$ 12,159,811

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Condensed Consolidating Statements of Income (Loss)

	Three Months Ended September 30, 2014				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non- Guarantors) (In thousands)	Consolidating Adjustments	Total
Revenues and other income:					
Operating revenues	$	$	$ 1,813,762	$	$ 1,813,762
Earnings from unconsolidated affiliates			(2,851)		(2,851)
Earnings (losses) from consolidated affiliates	116,378	67,504	31,859	(215,741)	
Investment income (loss)		1,694	2,199	(1,704)	2,189
Intercompany Interest income					
Total revenues and other income	116,378	69,198	1,844,969	(217,445)	1,813,100
Costs and other deductions:					
Direct costs			1,181,986		1,181,986
General and administrative expenses	3,097	7,957	128,065	(152)	138,967
Depreciation and amortization		902	285,679		286,581
Interest expense		49,415	(6,277)		43,138
Intercompany interest expense	7		(7)		
Losses (gains) on sales and disposals of long-lived assets and other expense (income), net	7,226		(8,891)	152	(1,513)
Other					
Total costs and other deductions	10,330	58,274	1,580,555		1,649,159
Income from continuing operations before income tax	106,048	10,924	264,414	(217,445)	163,941
Income tax expense (benefit)		(20,935)	82,446		61,511
Subsidiary preferred stock dividend					
Income (loss) from continuing operations, net of tax	106,048	31,859	181,968	(217,445)	102,430
Income (loss) from discontinued operations, net of tax			4,005		4,005
Net income (loss)	106,048	31,859	185,973	(217,445)	106,435
Less: Net (income) loss attributable to noncontrolling interest			(387)		(387)
Net income (loss) attributable to Nabors	$ 106,048	$ 31,859	$ 185,586	$ (217,445)	$ 106,048

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	Three Months Ended September 30, 2013				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
Revenues and other income:					
Operating revenues	$	$	$ 1,551,593	$	$ 1,551,593
Earnings from unconsolidated affiliates			(2,628)		(2,628)
Earnings (losses) from consolidated affiliates	(102,137)	88,554	(82,783)	96,366	
Investment income (loss)		3	2,363	(1,137)	1,229
Intercompany Interest income		31		(31)	
Total revenues and other income	(102,137)	88,588	1,468,545	95,198	1,550,194
Costs and other deductions:					
Direct costs			981,685		981,685
General and administrative expenses	3,089	(311)	125,319	(154)	127,943
Depreciation and amortization		902	272,542		273,444
Interest expense		59,417	(3,358)		56,059
Intercompany interest expense			31	(31)	
Losses (gains) on sales and disposals of long-lived assets and other expense (income), net	155	211,989	(209,032)	154	3,266
Impairment and other charges			242,241		242,241
Other					
Total costs and other deductions	3,244	271,997	1,409,428	(31)	1,684,638
Income from continuing operations before income tax	(105,381)	(183,409)	59,117	95,229	(134,444)
Income tax expense (benefit)		(100,626)	55,942		(44,684)
Subsidiary preferred stock dividend			750		750
Income (loss) from continuing operations, net of tax	(105,381)	(82,783)	2,425	95,229	(90,510)
Income (loss) from discontinued operations, net of tax			(14,430)		(14,430)
Net income (loss)	(105,381)	(82,783)	(12,005)	95,229	(104,940)
Less: Net (income) loss attributable to noncontrolling interest			(441)		(441)
Net income (loss) attributable to Nabors	$ (105,381)	$ (82,783)	$ (12,446)	$ 95,229	$ (105,381)

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	Nine Months Ended September 30, 2014				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
Revenues and other income:					
Operating revenues	$	$	$ 5,020,361	$	$ 5,020,361
Earnings from unconsolidated affiliates			(5,872)		(5,872)
Earnings (losses) from consolidated affiliates	235,970	112,112	13,614	(361,696)	
Investment income (loss)		1,840	12,371	(3,976)	10,235
Intercompany Interest income					
Total revenues and other income	235,970	113,952	5,040,474	(365,672)	5,024,724
Costs and other deductions:					
Direct costs			3,310,220		3,310,220
General and administrative expenses	7,989	7,607	391,697	(430)	406,863
Depreciation and amortization		2,706	848,822		851,528
Interest expense		148,097	(13,846)		134,251
Intercompany interest expense	66		(66)		
Losses (gains) on sales and disposals of long-lived assets and other expense (income), net	7,504	(223)	8,756	430	16,467
Other					
Total costs and other deductions	15,559	158,187	4,545,583		4,719,329
Income from continuing operations before income tax	220,411	(44,235)	494,891	(365,672)	305,395
Income tax expense (benefit)		(57,849)	144,124		86,275
Subsidiary preferred stock dividend			1,984		1,984
Income (loss) from continuing operations, net of tax	220,411	13,614	348,783	(365,672)	217,136
Income (loss) from discontinued operations, net of tax			4,488		4,488
Net income (loss)	220,411	13,614	353,271	(365,672)	221,624
Less: Net (income) loss attributable to noncontrolling interest			(1,213)		(1,213)
Net income (loss) attributable to Nabors	$ 220,411	$ 13,614	$ 352,058	$ (365,672)	$ 220,411

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	Nine Months Ended September 30, 2013				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
Revenues and other income:					
Operating revenues	$	$	$ 4,545,037	$	$ 4,545,037
Earnings from unconsolidated affiliates			1,627		1,627
Earnings (losses) from consolidated affiliates	4,731	144,574	(107,091)	(42,214)	
Investment income (loss)	1	55	98,825	(3,410)	95,471
Intercompany Interest income		92		(92)	
Total revenues and other income	4,732	144,721	4,538,398	(45,716)	4,642,135
Costs and other deductions:					
Direct costs			2,948,987		2,948,987
General and administrative expenses	8,144	116	382,197	(434)	390,023
Depreciation and amortization		2,707	806,312		809,019
Interest expense		184,871	(8,528)		176,343
Intercompany interest expense			92	(92)	
Losses (gains) on sales and disposals of long-lived assets and other expense (income), net	7,209	211,921	(192,319)	434	27,245
Impairment and other charges			287,241		287,241
Other					
Total costs and other deductions	15,353	399,615	4,223,982	(92)	4,638,858
Income from continuing operations before income tax	(10,621)	(254,894)	314,416	(45,624)	3,277
Income tax expense (benefit)		(147,803)	119,005		(28,798)
Subsidiary preferred stock dividend			2,250		2,250
Income (loss) from continuing operations, net of tax	(10,621)	(107,091)	193,161	(45,624)	29,825
Income (loss) from discontinued operations, net of tax			(34,292)		(34,292)
Net income (loss)	(10,621)	(107,091)	158,869	(45,624)	(4,467)
Less: Net (income) loss attributable to noncontrolling interest			(6,154)		(6,154)
Net income (loss) attributable to Nabors	$ (10,621)	$ (107,091)	$ 152,715	$ (45,624)	$ (10,621)

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Condensed Consolidating Statements of Comprehensive Income (Loss)

	Three Months Ended September 30, 2014				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non- Guarantors) (In thousands)	Consolidating Adjustments	Total
Net income (loss) attributable to Nabors	$ 106,048	$ 31,859	$ 185,586	$ (217,445)	$ 106,048
Other comprehensive income (loss) before tax:					
Translation adjustment attributable to Nabors	(41,713)	(33)	(41,707)	41,740	(41,713)
Unrealized gains/(losses) on marketable securities:					
Unrealized gains/(losses) on marketable securities	(15,054)	(87)	(15,141)	15,228	(15,054)
Less: reclassification adjustment for (gains) losses on marketable securities	267	(1,889)	(1,622)	3,511	267
Unrealized gains/(losses) on marketable securities	(14,787)	(1,976)	(16,763)	18,739	(14,787)
Pension liability amortization and adjustment	123	123	246	(369)	123
Unrealized gains/(losses) and amortization of cash flow hedges	153	153	153	(306)	153
Other comprehensive income (loss) before tax	(56,224)	(1,733)	(58,071)	59,804	(56,224)
Income tax expense (benefit) related to items of other comprehensive income (loss)	107	107	390	(497)	107
Other comprehensive income (loss), net of tax	(56,331)	(1,840)	(58,461)	60,301	(56,331)
Comprehensive income (loss) attributable to Nabors	49,717	30,019	127,125	(157,144)	49,717
Net income (loss) attributable to noncontrolling interest			387		387
Translation adjustment to noncontrolling interest			(522)		(522)
Comprehensive income (loss) attributable to noncontrolling interest			(135)		(135)
Comprehensive income (loss)	$ 49,717	$ 30,019	$ 126,990	$ (157,144)	$ 49,582

	Three Months Ended September 30, 2013				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
Net income (loss) attributable to Nabors	$ (105,381)	$ (82,783)	$ (12,446)	$ 95,229	$ (105,381)
Other comprehensive income (loss) before tax:					
Translation adjustment attributable to Nabors	15,716	331	16,046	(16,377)	15,716
Unrealized gains/(losses) on marketable securities:					
Unrealized gains/(losses) on marketable securities	(3,416)	(135)	(3,551)	3,686	(3,416)
Less: reclassification adjustment for (gains) losses on marketable securities	(2)		(2)	2	(2)
Unrealized gains/(losses) on marketable securities	(3,418)	(135)	(3,553)	3,688	(3,418)
Pension liability amortization and adjustment	280	280	560	(840)	280
Unrealized gains/(losses) and amortization of cash flow hedges	153	153	153	(306)	153
Other comprehensive income (loss) before tax	12,731	629	13,206	(13,835)	12,731
Income tax expense (benefit) related to items of other comprehensive income (loss)	116	116	173	(289)	116
Other comprehensive income (loss), net of tax	12,615	513	13,033	(13,546)	12,615
Comprehensive income (loss) attributable to Nabors	(92,766)	(82,270)	587	81,683	(92,766)
Net income (loss) attributable to noncontrolling interest	441		441	(441)	441
Translation adjustment to noncontrolling interest	229		229	(229)	229
Comprehensive income (loss) attributable to noncontrolling interest	670		670	(670)	670
Comprehensive income (loss)	$ (92,096)	$ (82,270)	$ 1,257	$ 81,013	$ (92,096)

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	Nine Months Ended September 30, 2014				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
Net income (loss) attributable to Nabors	$ 220,411	$ 13,614	$ 352,058	$ (365,672)	$ 220,411
Other comprehensive income (loss) before tax:					
Translation adjustment attributable to Nabors	(46,052)	1,688	(46,062)	44,374	(46,052)
Unrealized gains/(losses) on marketable securities:					
Unrealized gains/(losses) on marketable securities	(34,587)	156	(34,431)	34,275	(34,587)
Less: reclassification adjustment for (gains) losses on marketable securities	(4,636)	(2,395)	(7,031)	9,426	(4,636)
Unrealized gains/(losses) on marketable securities	(39,223)	(2,239)	(41,462)	43,701	(39,223)
Pension liability amortization and adjustment	369	369	738	(1,107)	369
Unrealized gains/(losses) and amortization of cash flow hedges	459	459	459	(918)	459
Other comprehensive income (loss) before tax	(84,447)	277	(86,327)	86,050	(84,447)
Income tax expense (benefit) related to items of other comprehensive income (loss)	(529)	(529)	(1,237)	1,766	(529)
Other comprehensive income (loss), net of tax	(83,918)	806	(85,090)	84,284	(83,918)
Comprehensive income (loss) attributable to Nabors	136,493	14,420	266,968	(281,388)	136,493
Net income (loss) attributable to noncontrolling interest			1,213		1,213
Translation adjustment to noncontrolling interest			(624)		(624)
Comprehensive income (loss) attributable to noncontrolling interest			589		589
Comprehensive income (loss)	$ 136,493	$ 14,420	$ 267,557	$ (281,388)	$ 137,082

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	Nine Months Ended September 30, 2013				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors) (In thousands)	Consolidating Adjustments	Total
Net income (loss) attributable to Nabors	$ (10,621)	$ (107,091)	$ 152,715	$ (45,624)	$ (10,621)
Other comprehensive income (loss) before tax:					
Translation adjustment attributable to Nabors	(36,853)	185	(36,669)	36,484	(36,853)
Unrealized gains/(losses) on marketable securities:					
Unrealized gains/(losses) on marketable securities	1,586	98	1,684	(1,782)	1,586
Less: reclassification adjustment for (gains) losses on marketable securities	(88,159)	(7,114)	(95,273)	102,387	(88,159)
Unrealized gains/(losses) on marketable securities	(86,573)	(7,016)	(93,589)	100,605	(86,573)
Pension liability amortization and adjustment	842	842	1,684	(2,526)	842
Unrealized gains/(losses) and amortization of cash flow hedges	459	459	459	(918)	459
Other comprehensive income (loss) before tax	(122,125)	(5,530)	(128,115)	133,645	(122,125)
Income tax expense (benefit) related to items of other comprehensive income (loss)	(2,161)	(2,161)	(4,499)	6,660	(2,161)
Other comprehensive income (loss), net of tax	(119,964)	(3,369)	(123,616)	126,985	(119,964)
Comprehensive income (loss) attributable to Nabors	(130,585)	(110,460)	29,099	81,361	(130,585)
Net income (loss) attributable to noncontrolling interest	6,154		6,154	(6,154)	6,154
Translation adjustment to noncontrolling interest	(572)		(572)	572	(572)
Comprehensive income (loss) attributable to noncontrolling interest	5,582		5,582	(5,582)	5,582
Comprehensive income (loss)	$ (125,003)	$ (110,460)	$ 34,681	$ 75,779	$ (125,003)

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Condensed Consolidating Statements of Cash Flows

	Nine Months Ended September 30, 2014				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors)	Consolidating Adjustments	Total
			(In thousands)		
Net cash provided by (used for) operating activities	$ (7,632)	$ (22,760)	$ 1,262,289	$ 12,447	$ 1,244,344
Cash flows from investing activities:					
Purchase of investments			(319)		(319)
Sales and maturities of investments			23,580		23,580
Cash paid for acquisition of businesses, net			(10,200)		(10,200)
Investment in unconsolidated affiliates			(2,061)		(2,061)
Capital expenditures			(1,344,222)		(1,344,222)
Proceeds from sales of assets and insurance claims			129,825		129,825
Other			(3,931)		(3,931)
Changes in intercompany balances		(355,792)	355,792		
Net cash provided by (used for) investing activities		(355,792)	(851,536)		(1,207,328)
Cash flows from financing activities:					
Increase (decrease) in cash overdrafts			(3,867)		(3,867)
Proceeds from (payments for) issuance of common shares	30,240				30,240
Purchase of treasury stock			(250,037)		(250,037)
Dividends to shareholders	(45,758)			3,977	(41,781)
Proceeds from (payments for) commercial paper, net		441,530			441,530
Cash paid for common shares tendered	(7,581)				(7,581)
Proceeds from issuance of intercompany debt	35,000		(35,000)		
Paydown of intercompany debt	(19,000)		19,000		
Proceeds from debt			15,000		15,000
Reduction in short-term debt			(10,000)		(10,000)
Reduction in long-term debt		(70,000)	(40,098)		(110,098)
Redemption of subsidiary Preferred Shares			(70,875)		(70,875)
Proceeds from (payments for) issuance of parent common shares to affiliates	16,424			(16,424)	
Other					
Net cash (used for) provided by financing activities	9,325	371,530	(375,877)	(12,447)	(7,469)
Effect of exchange rate changes on cash and cash equivalents			(15,009)		(15,009)
Net increase (decrease) in cash and cash equivalents	1,693	(7,022)	19,867		14,538
Cash and cash equivalents, beginning of period	730	7,029	382,156		389,915
Cash and cash equivalents, end of period	$ 2,423	$ 7	$ 402,023	$	$ 404,453

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	Nine Months Ended September 30, 2013				
	Nabors (Parent/ Guarantor)	Nabors Delaware (Issuer)	Other Subsidiaries (Non-Guarantors)	Consolidating Adjustments	Total
			(In thousands)		
Net cash provided by (used for) operating activities	$ 5,671	$ (158,238)	$ 1,098,620	$ 28,662	$ 974,715
Cash flows from investing activities:					
Sales and maturities of investments			163,944		163,944
Cash paid for acquisition of businesses, net			(37,516)		(37,516)
Investment in unconsolidated affiliates			(5,967)		(5,967)
Capital expenditures			(780,711)		(780,711)
Proceeds from sales of assets and insurance claims			139,254		139,254
Proceeds from sales of unconsolidated affiliates			10,000		10,000
Other			(7)		(7)
Cash paid for investments in consolidated affiliates	(100)	(772,000)	(1,544,000)	2,316,100	
Changes in intercompany balances		615,328	(615,328)		
Net cash provided by (used for) investing activities	(100)	(156,672)	(2,670,331)	2,316,100	(511,003)
Cash flows from financing activities:					
Increase (decrease) in cash overdrafts			(7,497)		(7,497)
Proceeds from (payments for) issuance of common shares	4,375				4,375
Dividends to shareholders	(38,767)			3,410	(35,357)
Proceeds from (payments for) commercial paper, net		332,250			332,250
Proceeds from parent contributions		772,000	1,544,100	(2,316,100)	
Debt issuance costs		(3,505)			(3,505)
Proceeds from debt		698,517	11,569		710,086
Reduction in revolving credit facilities		(590,000)			(590,000)
Reduction in long-term debt		(994,112)	(69)		(994,181)
Proceeds from (payments for) issuance of parent common shares to affiliates	32,072			(32,072)	
Other	(3,096)				(3,096)
Net cash (used for) provided by financing activities	(5,416)	215,150	1,548,103	(2,344,762)	(586,925)
Effect of exchange rate changes on cash and cash equivalents			(5,786)		(5,786)
Net increase (decrease) in cash and cash equivalents	155	(99,760)	(29,394)		(128,999)
Cash and cash equivalents, beginning of period	1,639	106,778	416,505		524,922
Cash and cash equivalents, end of period	$ 1,794	$ 7,018	$ 387,111	$	$ 395,923

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Note 15 Subsequent Events

On October 24, 2014, our Board of Directors declared a cash dividend of $0.06 per share to the holders of record of our common shares as of December 10, 2014 to be paid on December 31, 2014.

In October 2014, we purchased the outstanding shares of 2TD Drilling AS (2TD), a drilling technology company based out of Norway. 2TD is in the process of developing a rotary steerable system for directional drilling which will be included as part of our Rig Services segment. Under the terms of the transaction, we paid an initial amount of $40.0 million for the purchase of the shares. We may also be required to make future payments of up to an additional $40.0 million, contingent on the achievement of various milestone objectives.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Nabors Industries Ltd.:

We have reviewed the accompanying consolidated balance sheet of Nabors Industries Ltd. and its subsidiaries (the Company) as of September 30, 2014, and the related consolidated statements of income (loss) and comprehensive income (loss) for the three-month and nine-month periods ended September 30, 2014 and 2013 and the consolidated statements of cash flows and changes in equity for the nine-month periods ended September 30, 2014 and 2013. This interim financial information is the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2013, and the related consolidated statements of income (loss) and comprehensive income (loss), changes in equity and of cash flows for the year then ended (not presented herein), and in our report dated March 3, 2014, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2013, is fairly stated in all material respects in relation to consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
November 10, 2014

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ITEM 2. ***MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

We often discuss expectations regarding our future markets, demand for our products and services, and our performance and make other forward-looking statements in our annual, quarterly and current reports, press releases, and other written and oral statements. Statements relating to matters that are not historical facts are forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are based on an analysis of currently available competitive, financial and economic data and our operating plans. They are inherently uncertain and investors should recognize that events and actual results could turn out to be significantly different from our expectations. By way of illustration, when used in this document, words such as anticipate, believe, expect, plan, intend, estimate, project, will, should, could, m similar expressions are intended to identify forward-looking statements.

You should consider the following key factors when evaluating these forward-looking statements:

- fluctuations in worldwide prices of and demand for oil and natural gas;
- fluctuations in levels of oil and natural gas exploration and development activities;
- fluctuations in the demand for our services;
- the existence of competitors, technological changes and developments in the oilfield services industry;
- the existence of operating risks inherent in the oilfield services industry;
- the possibility of changes in tax and other laws and regulations;
- the possibility of political instability, war or acts of terrorism; and
- general economic conditions including the capital and credit markets.

The above description of risks and uncertainties is not all-inclusive, but highlights certain factors that we believe are important for your consideration. For a more detailed description of risk factors, please refer to Part II, Item 1A Risk Factors in this Form 10Q and Part I, Item 1A. *Risk Factors* in our 2013 Annual Report.

Management Overview

This section is intended to help you understand our results of operations and our financial condition. This information is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes thereto.

Nabors has grown from a land drilling business centered in the United States and Canada to a global business aimed at optimizing the entire well life cycle, with operations on land and offshore in most of the major oil and gas markets in the world. The majority of our business is conducted through two business lines:

Drilling & Rig Services

This business line is comprised of our global drilling rig operations and drilling-related services, which primarily consists of equipment manufacturing, instrumentation optimization software and directional drilling services.

Completion & Production Services

This business line is comprised of our operations involved in the completion, life-of-well maintenance and eventual plugging and abandonment of a well. These product lines include stimulation, coiled-tubing, cementing, wireline, workover, well-servicing and fluids management.

In June 2014, we along with certain of our subsidiaries, including Red Lion, signed a definitive agreement to merge our completion and production services businesses with C&J Energy Services, Inc. (NYSE: CJES), an independent oilfield services and manufacturing company. Following the completion of this transaction, we will own approximately 53 percent of the combined company. We believe this combination will allow us to better concentrate our resources on bolstering our position as a preeminent global drilling company, while retaining a significant ongoing economic interest in the combined completion and production business. Our expectation is to complete the transaction in the fiscal fourth quarter of 2014, but it could extend into 2015. Following completion of the transaction, we expect to account for our investment in the combined company using the equity method of accounting.

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Our businesses depend, to a large degree, on the level of spending by oil and gas companies for exploration, development and production activities. A sustained increase or decrease in the price of oil or natural gas could materially impact exploration, development and production activities of our customers and, consequently, our financial position, results of operations and cash flows.

Our customers spending is determined principally by their internally generated cash flow and to a lesser extent by joint venture arrangements and funding from the capital markets. In our Drilling & Rig Services business line, operations have traditionally been driven by natural gas prices, but the majority of current activity is driven by the price of oil and to a lesser extent natural gas liquids from unconventional reservoirs (shales). Activity in our international markets is increasingly driven by the development of natural gas reserves. In our Completion & Production Services business line, operations are primarily driven by oil prices.

The following table sets forth oil and natural gas price data according to Bloomberg for the 12-month periods ended September 30, 2014 and 2013:

	Twelve Months Ended September 30, 2014	Twelve Months Ended September 30, 2013	Increase/(Decrease)	
	(In dollars, except percentages)			
Average Henry Hub natural gas spot price ($/thousand cubic feet)	$ 4.37	$ 3.62	$ 0.75	21%
Average West Texas intermediate crude oil spot price ($/barrel)	$ 99.21	$ 95.63	$ 3.58	4%

Operating revenues and Earnings (losses) from unconsolidated affiliates for the three months ended September 30, 2014 totaled $1.8 billion, representing an increase of $261.9 million or 17%, as compared to the three months ended September 30, 2013, and $5.0 billion for the nine months ended September 30, 2014, representing an increase of $467.8 million, or 10%, as compared to the nine months ended September 30, 2013. These increases were primarily driven by growth in our U.S. and International drilling operations and Rig Services.

Adjusted income derived from operating activities, for the three months ended September 30, 2014 totaled $203.4 million, representing an increase of $37.5 million or 23%, as compared to the same period of 2013, and $445.9 million for the nine months ended September 30, 2014, representing an increase of $47.2 million, or 12%, as compared to the same period of 2013. These increases were primarily attributed to our U.S. and International drilling operations and Rig Services.

Income (loss) from continuing operations, net of tax, for the three months ended September 30, 2014 totaled $57.4 million ($0.19 per diluted share), representing an increase of $147.9 million or 163%, as compared to the same period of 2013, and $172.1 million ($0.56 per diluted share), representing an increase of $142.3 million or 477%, as compared to the same period of 2013. These increases were primarily driven by stronger revenue growth and the absence of impairments and other charges in the 2014 periods.

During the nine months ended September 30, 2014, operating results reflected generally higher crude oil prices. Crude oil prices remain the primary driver of U.S. drilling activity. Our customers financial results benefit from these higher prices, resulting, we believe, in increased drilling activity and related well-completion activity. Prices of natural gas and natural gas liquids in the U.S. have increased since early 2012, they remain at levels that negatively impact gas-directed drilling activity and we believe they would have to increase further in order for our customers to increase their gas-directed drilling activity significantly. Since the end of the quarter crude oil prices have declined by approximately 15% from the average of the preceding twelve months. If conditions deteriorate further or these prices are sustained for a prolonged period of time, it could affect the demand for our services in the future.

Activity in our international markets has increased due to the demand for our services driven by prolonged periods of high crude oil prices. Several of our international markets have also begun to experience an increase in demand for drilling driven by increasing natural gas prices. Beginning in 2013, we signed agreements for several new and significantly upgraded drilling rigs, for both oil- and gas-directed drilling. We plan to deploy those rigs during 2014 and the combination of these deployments and day rate increases commencing in the second half of 2014, should result in improved international results into 2015.

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The following tables set forth certain information with respect to our reportable segments and rig activity:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages)							
Operating revenues and Earnings (losses) from unconsolidated affiliates: (1)								
Drilling & Rig Services:								
U.S.	$ 571,736	$ 491,857	$ 79,879	16%	$ 1,615,106	$ 1,443,759	$ 171,347	12%
Canada	80,491	81,397	(906)	(1)%	246,973	273,053	(26,080)	(10)%
International	424,698	383,712	40,986	11%	1,191,018	1,056,649	134,369	13%
Rig Services (2)	191,437	131,151	60,286	46%	496,903	383,502	113,401	30%
Subtotal Drilling & Rig Services (3)	1,268,362	1,088,117	180,245	17%	3,550,000	3,156,963	393,037	12%
Completion & Production Services:								
Completion Services	352,027	266,520	85,507	32%	856,565	782,674	73,891	9%
Production Services	259,863	246,806	13,057	5%	793,641	742,979	50,662	7%
Subtotal Completion & Production Services (4)	611,890	513,326	98,564	19%	1,650,206	1,525,653	124,553	8%
Other reconciling items (5)	(69,341)	(52,478)	(16,863)	(32)%	(185,717)	(135,952)	(49,765)	(37)%
Total	$ 1,810,911	$ 1,548,965	$ 261,946	17%	$ 5,014,489	$ 4,546,664	$ 467,825	10%

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages)							
Adjusted income (loss) derived from operating activities (1) (6)								
Drilling & Rig Services:								
U.S.	$ 117,212	$ 92,710	$ 24,502	26%	$ 279,683	$ 240,118	$ 39,565	16%
Canada	11,517	12,244	(727)	(6)%	37,902	46,657	(8,755)	(19)%
International	68,452	54,271	14,181	26%	167,154	108,221	58,933	54%
Rig Services (2)	21,136	2,357	18,779	797%	38,923	(1,739)	40,662	n/m(10)
Subtotal Drilling & Rig Services (3)	218,317	161,582	56,735	35%	523,662	393,257	130,405	33%
Completion & Production Services:								
Completion Services	14,211	13,024	1,187	9%	(20,005)	37,650	(57,655)	(153)%
Production Services	21,182	25,909	(4,727)	(18)%	81,662	75,394	6,268	8%
Subtotal Completion & Production Services (4)	35,393	38,933	(3,540)	(9)%	61,657	113,044	(51,387)	(45)%
Other reconciling items (5)	(50,333)	(34,622)	(15,711)	(45)%	(139,441)	(107,666)	(31,775)	(30)%
Total adjusted income (loss) derived from operating activities	$ 203,377	$ 165,893	$ 37,484	23%	$ 445,878	$ 398,635	$ 47,243	12%

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	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages)							
Total adjusted income (loss) derived from operating activities (6)	$ 203,377	$ 165,893	$ 37,484	23%	$ 445,878	$ 398,635	$ 47,243	12%
Interest expense	(43,138)	(56,059)	12,921	23%	(134,251)	(176,343)	42,092	24%
Investment income (loss)	2,189	1,229	960	78%	10,235	95,471	(85,236)	(89)%
Gains (losses) on sales and disposals of long-lived assets and other income (expense), net	1,513	(3,266)	4,779	146%	(16,467)	(27,245)	10,778	40%
Impairments and other charges		(242,241)	242,241	100%		(287,241)	287,241	100%
Income (loss) from continuing operations before income taxes	163,941	(134,444)	298,385	222%	305,395	3,277	302,118	n/m(10)
Income tax expense (benefit)	61,511	(44,684)	106,195	238%	86,275	(28,798)	115,073	400%
Subsidiary preferred stock dividend		750	(750)	(100)%	1,984	2,250	(266)	(12)%
Income (loss) from continuing operations, net of tax	102,430	(90,510)	192,940	213%	217,136	29,825	187,311	628%
Income (loss) from discontinued operations, net of tax	4,005	(14,430)	18,435	128%	4,488	(34,292)	38,780	113%
Net income (loss)	106,435	(104,940)	211,375	201%	221,624	(4,467)	226,091	n/m(10)
Less: Net (income) loss attributable to noncontrolling interest	(387)	(441)	54	12%	(1,213)	(6,154)	4,941	80%
Net income (loss) attributable to Nabors	$ 106,048	$ (105,381)	$ 211,429	201%	$ 220,411	$ (10,621)	$ 231,032	n/m(10)
Diluted earnings (losses) per share:								
From continuing operations	$ 0.34	$ (0.30)	$ 0.64	213%	$ 0.71	$ 0.08	$ 0.63	788%
From discontinued operations	0.01	(0.05)	0.06	120%	0.02	(0.11)	0.13	118%
Total diluted	$ 0.35	$ (0.35)	$ 0.70	200%	$ 0.73	$ (0.03)	$ 0.76	n/m(10)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages and rig activity)							
Rig activity:								
Rig years: (7)								
U.S.	216.0	195.5	20.5	10%	212.7	193.7	19.0	10%
Canada	34.3	30.0	4.3	14%	33.2	29.1	4.1	14%
International (8)	130.1	124.2	5.9	5%	129.1	124.0	5.1	4%
Total rig years	380.4	349.7	30.7	9%	375.0	346.8	28.2	8%
Rig hours: (9)								
U.S. Production Services	205,604	223,504	(17,900)	(8)%	626,336	660,483	(34,147)	(5)%
Canada Production Services	36,509	39,463	(2,954)	(7)%	106,720	116,292	(9,572)	(8)%
Total rig hours	242,113	262,967	(20,854)	(8)%	733,056	776,775	(43,719)	(6)%

(1) All periods present the operating activities of our wholly owned oil and gas businesses, aircraft logistics operations and construction services as discontinued operations.

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(2) Includes our drilling technology and top drive manufacturing, directional drilling, rig instrumentation and software services. These services represent our other companies that are not aggregated into a separate reportable operating segment.

(3) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of $(2.9) million for each of the three months ended September 30, 2014 and 2013, and $(6.1) million and $1.0 million for the nine months ended September 30, 2014 and 2013, respectively.

(4) Includes earnings (losses), net from unconsolidated affiliates, accounted for using the equity method, of $0 and $0.3 million for the three months ended September 30, 2014 and 2013, respectively, and $0.2 million and $0.6 million for the nine months ended September 30, 2014 and 2013, respectively.

(5) Represents the elimination of inter-segment transactions and unallocated corporate expenses.

(6) Adjusted income (loss) derived from operating activities is computed by subtracting the sum of direct costs, general and administrative expenses, depreciation and amortization from the sum of Operating revenues and Earnings (losses) from unconsolidated affiliates. Adjusted income is a non-GAAP measure and should not be used in isolation as a substitute for the amounts reported in accordance with GAAP. However, management evaluates the performance of our business units and the consolidated company based on several criteria, including adjusted income (loss) derived from operating activities, because it believes that these financial measures accurately reflect our ongoing profitability. A reconciliation of this non-GAAP measure to income (loss) from continuing operations before income taxes, which is a GAAP measure, is provided in the above table.

(7) Excludes well-servicing rigs, which are measured in rig hours. Includes our equivalent percentage ownership of rigs owned by unconsolidated affiliates. Rig years represent a measure of the number of equivalent rigs operating during a given period. For example, one rig operating 182.5 days during a 365-day period represents 0.5 rig years.

(8) Includes our equivalent percentage ownership of rigs owned by unconsolidated affiliates, which totaled 2.5 rig years during each of the three and nine months ended September 30, 2014 and 2013.

(9) Rig hours represents the number of hours that our well-servicing rig fleet operated during the quarter.

(10) The number is so large that it is not meaningful.

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Segment Results of Operations

Drilling & Rig Services

This business line is comprised of our global drilling rig operations and drilling-related services, consisting of equipment manufacturing, instrumentation optimization software and directional drilling services.

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages and rig activity)							
U.S.								
Revenues	$ 571,736	$ 491,857	$ 79,879	16%	$ 1,615,106	$ 1,443,759	$ 171,347	12%
Adjusted income	$ 117,212	$ 92,710	$ 24,502	26%	$ 279,683	$ 240,118	$ 39,565	16%
Rig years	216.0	195.5	20.5	10%	212.7	193.7	19.0	10%
Canada								
Revenues	$ 80,491	$ 81,397	$ (906)	(1)%	$ 246,973	$ 273,053	$ (26,080)	(10)%
Adjusted income	$ 11,517	$ 12,244	$ (727)	(6)%	$ 37,902	$ 46,657	$ (8,755)	(19)%
Rig years	34.3	30.0	4.3	14%	33.2	29.1	4.1	14%
International								
Revenues	$ 424,698	$ 383,712	$ 40,986	11%	$ 1,191,018	$ 1,056,649	$ 134,369	13%
Adjusted income	$ 68,452	$ 54,271	$ 14,181	26%	$ 167,154	$ 108,221	$ 58,933	54%
Rig years	130.1	124.2	5.9	5%	129.1	124.0	5.1	4%
Rig Services								
Revenues	$ 191,437	$ 131,151	$ 60,286	46%	$ 496,903	$ 383,502	$ 113,401	30%
Adjusted income	$ 21,136	$ 2,357	$ 18,779	797%	$ 38,923	$ (1,739)	$ 40,662	n/m(10)

U.S.

Our U.S. drilling segment includes land drilling activities in the lower 48 states, Alaska and offshore operations in the Gulf of Mexico.

Operating results increased during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods primarily as a result of an increase in drilling activity in the lower 48 states. During the quarter we deployed three newbuild PACE® X rigs and deployed one net existing rig. This brings the total PACE® X rigs deployed since September 30, 2013 up to 22. These new deployments were the primary drivers to the growth in revenues and rig years realized in the nine months ended September 30, 2014. Compared to the third quarter of 2013, our average daily revenue per rig in the Lower 48 increased. Over the same time period our daily operating cost per rig also increased, although by less than the revenue increase, resulting in an increase in daily rig margin of $476. This net increase was partially offset by decreased drilling activity in offshore operations due to lower utilization of our MODS rigs and the impact on results from the sale of four offshore rigs in the Gulf of Mexico.

Canada

Operating results decreased during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods primarily due to an unfavorable foreign exchange variance and higher direct costs and depreciation expense. In addition, revenue was unfavorably impacted by lower average drilling dayrates, partially offset by increased drilling activity. The Canadian dollar weakened approximately 8% against the U.S. dollar year-over-year. This negatively impacted margins, as both revenues and expenses are denominated in Canadian dollars.

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International

Operating results increased during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods primarily as a result of increased drilling activity and higher dayrates from existing land rigs and deployments with higher margins in Algeria, Kurdistan and Colombia. Operating results during the current period were also positively impacted by revenues earned in Venezuela. These increases were partially offset by land rig releases in Mexico.

Rig Services

Operating results increased during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods primarily due to Canrig s higher capital equipment unit sales and higher ROCKITTM system sales. The increase in capital equipment units was attributable to higher sales of top drives, catwalks, wrenches, powerhouses, drawworks and parts. Adjusted income increased primarily due to the higher Canrig capital equipment and service & rental (including ROCKITTM) revenue for the periods.

Completion & Production Services

This business line is comprised of our operations involved in the completion, life-of-well maintenance and eventual plugging and abandonment of a well. These product lines include stimulation, coiled-tubing, cementing, wireline, workover, well-servicing and fluids management.

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages and rig activity)							
Completion Services								
Revenues	$ 352,027	$ 266,520	$ 85,507	32%	$ 856,565	$ 782,674	$ 73,891	9%
Adjusted income	$ 14,211	$ 13,024	$ 1,187	9%	$ (20,005)	$ 37,650	$ (57,655)	(153)%
Production Services								
Revenues	$ 259,863	$ 246,806	$ 13,057	5%	$ 793,641	$ 742,979	$ 50,662	7%
Adjusted income	$ 21,182	$ 25,909	$ (4,727)	(18)%	$ 81,662	$ 75,394	$ 6,268	8%
Rig hours:								
U.S.	205,604	223,504	(17,900)	(8)%	626,336	660,483	(34,147)	(5)%
Canada	36,509	39,463	(2,954)	(7)%	106,720	116,292	(9,572)	(8)%

Completion Services

Revenue and adjusted income increased during the three months ended September 30, 2014 compared to the corresponding 2013 period, primarily due to a sharp increase in activity, but at reduced prices as the market has experienced downward pricing pressure. Operating results decreased during the nine months ended September 30, 2014, primarily due to the expiration at the end of 2013 of five multi-year take-or-pay contracts at favorable rates and reduced customer activity during the first half of 2014, caused in part by severe weather in the Northeast and Rocky Mountain operating areas that reduced customer activity.

Production Services

Revenue for our U.S. operations increased during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods, primarily due to incremental revenue from our acquisition of a trucking and logistics business during the fourth quarter of 2013. Adjusted income decreased during the three months ended September 30, 2014, primarily due to reduced rig hours in California and West Texas caused by rain and wet conditions, but increased during the nine months ended September 30, 2014, primarily due to our acquisition in the fourth quarter of 2013. These increases were not impacted by our Canada operations, where the combination of stronger rig hourly rates, and increased rental revenue offset the unfavorable impact of the foreign exchange rate.

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OTHER FINANCIAL INFORMATION

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages)							
General and administrative expenses	$ 138,967	$ 127,943	$ 11,024	9%	$ 406,863	$ 390,023	$ 16,840	4%
As a percentage of operating revenue	7.7%	8.2%	(0.5)%	(6)%	8.1%	8.6%	(0.5)%	(6)%
Depreciation and amortization	286,581	273,444	13,137	5%	851,528	809,019	42,509	5%
Interest expense	43,138	56,059	(12,921)	(23)%	134,251	176,343	(42,092)	(24)%
Investment income	2,189	1,229	960	78%	10,235	95,471	(85,236)	(89)%
Losses (gains) on sales and disposals of long-lived assets and other expense (income), net	(1,513)	3,266	(4,779)	(146)%	16,467	27,245	(10,778)	(40)%

General and administrative expenses

General and administrative expenses increased slightly during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods, as a result of increased activity across the operating units, particularly our Drilling and Rig Services business lines. As a percentage of operating revenues, general and administrative expenses are slightly lower for each period and are consistent with the slight increase in operating revenues during the three and nine months ended September 30, 2014 as compared to the corresponding 2013 periods.

Depreciation and amortization

Depreciation and amortization expense increased slightly during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods, as a result of the incremental depreciation expense related to newly constructed rigs which were placed into service during 2013 and the first half of 2014 in the U.S., and to a lesser extent, rig upgrades and other capital expenditures made during 2013 and 2014 relating to our Drilling & Rig Services business line in our U.S. and international markets.

Interest expense

Interest expense decreased during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods as a result of the repurchase through a tender offer of the principal amount of our 9.25% senior notes in September 2013, partially offset by the September 2013 issuances of our 2.35% and 5.10% senior notes. During the three and nine months ended September 30, 2014, average interest rates were lower on our outstanding senior notes, revolving credit facility and commercial paper balances as compared to the corresponding 2013 periods.

Investment income

Investment income for the three and nine months ended September 30, 2014 included realized losses of $0.1 million and realized gains of $5.1 million, respectively, related to the sale of some of our available-for-sale securities and $2.3 million and $5.3 million, respectively, were attributable to interest and dividend income.

Investment income for the three months ended September 30, 2013 included realized gains of $0.1 million related to the sale of some of our available-for-sale debt and equity securities and $1.1 million attributable to interest and dividend income.

Investment income for the nine months ended September 30, 2013 was comprised primarily of realized gains of $88.8 million related to the sale of some of our available-for-sale debt and equity securities. The balance was attributable to $4.2 million in interest and dividend income and $2.5 million in realized gains on the trading securities.

Gains (losses) on sales and disposals of long-lived assets and other income (expense), net

The amount of gains (losses) on sales and disposals of long-lived assets and other income (expense), net for the three months ended September 30, 2014 was a net gain of $1.5 million, which included a net gain on the sales and disposals of multiple assets of $27.6

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million, the majority of which resulted from the gain on the disposition of our Alaska E&P assets of approximately $22.2 million. These gains were partially offset by $17.0 million in merger related transaction costs, increases to our litigation reserves of $3.2 million and foreign currency exchange losses of approximately $2.4 million.

The amount of gains (losses) on sales and disposals of long-lived assets and other income (expense), net for the nine months ended September 30, 2014 was a net loss of $16.5 million, which included $17.0 million in merger related transaction costs, increases to our litigation reserves of $6.8 million and foreign currency exchange losses of approximately $3.4 million. These losses were partially offset by a net gain on the sales and disposals of assets of $14.1 million.

The amount of gains (losses) on sales and disposals of long-lived assets and other income (expense), net for the three months ended September 30, 2013 was a net loss of $3.3 million, which was primarily comprised of net losses on sales and disposals of assets of approximately $2.8 million and increases to litigation reserves of $2.0 million. The losses were partially offset by foreign currency exchange gains of approximately $0.3 million.

The amount of gains (losses) on sales and disposals of long-lived assets and other income (expense), net for the nine months ended September 30, 2013 was a net loss of $27.2 million, which included net losses on sales and disposals of assets of approximately $8.2 million, increases to our litigation reserves of $7.6 million and foreign currency exchange losses of approximately $7.0 million.

Impairments and other charges

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
	(In thousands)	
Termination of employment contract	$	$ 45,000
Loss on tendered notes	208,197	208,197
Provision for retirement of assets	14,044	14,044
Impairment of long-lived assets	20,000	20,000
	$ 242,241	$ 287,241

There were no amounts recorded as impairments and other charges for either the three or nine months ended September 30, 2014; and as such, these periods are not presented in the table above.

Loss on tendered notes

During the nine months ended September 30, 2013, we recognized a loss related to the extinguishment of debt in connection with the tender offer on the 9.25% senior notes.

Provision for retirement of assets

During the nine months ended September 30, 2013, we recorded a provision for retirement of long-lived assets in our International operations totaling $14.0 million, which reduced the carrying value of some assets to their salvage value. The retirements were related to assets in Saudi Arabia and included obsolete top-drives, nonworking trucks, generators, engines and other miscellaneous equipment. A continued period of lower oil prices and its potential impact on our utilization and dayrates could result in the recognition of future impairment charges to additional assets if future cash flow estimates, based upon information then available to management, indicate that the carrying value of those assets may not be recoverable.

Impairment of long-lived assets

There were no items classified or presented as impairments and other charges during the three and nine months ended September 30, 2014. Future changes in market conditions, such as the spot and future prices of oil and gas or other factors that may affect the demand for our services, particularly related to our legacy rig fleet, could have an adverse effect on our utilization and prices for those services. Given the recent decline in oil prices subsequent to September 30, 2014, we may be required to re-evaluate the need for impairments during the fourth quarter. If prices or other market conditions continue to deteriorate, and remain so for a prolonged period of time such that demand for our services begin to be negatively affected, we could be subject to future impairment charges.

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During the nine months ended September 30, 2013, we recognized an impairment of $20.0 million to our fleet of coil-tubing units in our Completion & Production Services operating segment. Intense competition and oversupply of equipment has led to lower utilization and margins for this product line, and we have recently decided to suspend the majority of our operations for these assets. When these factors were considered as part of our annual impairment tests on long-lived assets, the sum of the estimated future cash flows, on an undiscounted basis, was less than the carrying amount of these assets. The estimated fair values of these assets were calculated using discounted cash flow models involving assumptions based on our utilization of the assets, revenues as well as direct costs, capital expenditures and working capital requirements. We believe the fair value estimated for purposes of these tests represents a Level 3 fair value measurement. A factor affecting the impairment charge was continued low natural gas prices. The coil-tubing units are designed primarily for use in shallow natural gas plays. Subsequent to September 30, 2013, we suspended our coil-tubing operations in the U.S. A prolonged period of slow economic recovery could continue to adversely affect the demand for and prices of our services, which could result in future impairment charges for other reporting units due to the potential impact on our estimate of our future operating results.

Termination of employment contract

During the nine months ended September 30, 2013, we recognized a one-time stock grant valued at $27.0 million, which vested immediately, and $18.0 million in cash awarded and paid to Mr. Petrello in connection with the termination of his prior employment agreement.

Income tax rate

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014	2013	Increase/(Decrease)		2014	2013	Increase/(Decrease)	
Effective income tax rate from continuing operations	38%	33%	5%	15%	28%	(879)%	907%	103%

The changes in our effective tax rate during the three and nine months ended September 30, 2014 compared to the corresponding 2013 periods is primarily attributable to an $18.3 million deferred tax expense related to an internal reorganization in anticipation of the merger with CJES. We anticipate additional deferred tax expense in the fourth quarter related to this merger. In addition, our effective tax rate was impacted in 2013 by the settlement of a longstanding tax dispute and the proportion of income generated in the United States versus other countries where we operate. Income generated in the United States is generally taxed at a higher rate than other jurisdictions.

We are subject to income taxes in the United States and numerous other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. One of the most volatile factors in this determination is the relative proportion of our income or loss being recognized in high- versus low-tax jurisdictions. In the ordinary course of our business, there are many transactions and calculations for which the ultimate tax determination is uncertain. We are regularly audited by tax authorities. Although we believe our tax estimates are reasonable, the final outcome of tax audits and any related litigation could be materially different than what is reflected in our income tax provisions and accruals. The results of an audit or litigation could materially affect our financial position, income tax provision, net income, or cash flows.

Assets Held-for-Sale

	September 30, 2014	December 31, 2013
	(In thousands)	
Oil and Gas	$ 158,327	$ 239,936
Rig Services		3,328
	$ 158,327	$ 243,264

Assets held-for-sale as of September 30, 2014 consisted solely of our oil and gas holdings in the Horn River basin in western Canada.

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We have contracts with pipeline companies to pay specified fees based on committed volumes for gas transport and processing. At September 30, 2014, our undiscounted contractual commitments for these contracts approximated $95.2 million and we had liabilities of $47.1 million, $23.8 million of which were classified as current and were included in accrued liabilities. At December 31, 2013, we had liabilities of $113.6 million, $64.4 million of which were classified as current and were included in accrued liabilities. These amounts represent our best estimate of the fair value of the excess capacity of the pipeline commitments calculated using a discounted cash flow model, when considering our disposal plan, current production levels, natural gas prices and expected utilization of the pipeline over the remaining contractual term. Decreases in actual production or natural gas prices could result in future charges related to excess pipeline commitments.

Discontinued Operations

Our income (loss) from discontinued operations for each operating segment were as follows:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Increase/(Decrease)		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Increase/(Decrease)	
	(In thousands, except percentages)							
Operating revenues								
Oil and Gas	$ 2,314	$ 1,803	$ 511	28%	$ 10,842	$ 23,842	$ (13,000)	(55)%
Income (loss) from discontinued operations, net of tax								
Oil and Gas	$ 4,005	$ (15,400)	$ 19,405	126%	$ 4,488	$ (49,100)	$ 53,588	109%

During the three months ended September 30, 2014, we sold a large portion of our oil and gas properties located on the North Slope of Alaska. Under the terms of the agreement, we received $35.1 million at closing and expect to receive additional payments of $27.0 million upon certain future dates or the properties achieving certain production targets. In addition, we will retain a working interest at various interests and an overriding royalty interest in the properties at various interests. The working interest is fully carried up to $600 million of total project costs. The transaction generally remains subject to approval of local Alaska regulatory authorities, among other usual and customary conditions. The $22.2 million gain from the transaction is included in losses (gains) on sales and disposals of long-lived assets and other expense (income), net in our Consolidated Statements of Income (Loss) for the three and nine months ended September 30, 2014. The retained interest, which is valued at approximately $26.2 million, is no longer classified as assets-held-for-sale and is included in other long-term assets. We have not recast prior period results as the balances are not material to our Consolidated Statements of Income (Loss) for any period.

During the three and nine months ended September 30, 2013, Rig Services contributed operating revenues of $34.8 million and $116.5 million, respectively. Income from discontinued operations, net of tax was $1.0 million and $14.8 million, respectively, for the same period.

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Liquidity and Capital Resources

Cash Flows

Certain sources and uses of cash, such as the level of discretionary capital expenditures or acquisitions, purchases and sales of investments, as well as issuances and repurchases of debt and of our common shares are within our control and are adjusted as necessary based on market conditions. We discuss our cash flows for the nine months ended September 30, 2014 and 2013 below.

*Operating Activities***.** Net cash provided by operating activities totaled $1.2 billion during the nine months ended September 30, 2014, compared to net cash provided by operating activities of $974.7 million during the corresponding 2013 period. Operating cash flows are our primary source of capital and liquidity. Factors affecting changes in operating cash flows are largely the same as those that impact net earnings, with the exception of non-cash expenses such as depreciation and amortization, depletion, impairments, share-based compensation, deferred income taxes and our proportionate share of earnings or losses from unconsolidated affiliates. Net income (loss) adjusted for non-cash components was approximately $1.1 billion for each of the nine months ended September 30, 2014 and 2013, respectively. Additionally, changes in working capital items such as collection of receivables, deferred revenue arrangements, and payments of operating payables can be significant factors affecting operating cash flows. Changes in working capital items provided $156.6 million and used $87.8 million in cash during the nine months ended September 30, 2014 and 2013, respectively.

*Investing Activities***.** Net cash used for investing activities totaled $1.2 billion during the nine months ended September 30, 2014 compared to $511.0 million during the corresponding 2013 period. During the nine months ended September 30, 2014, we received $129.8 million from the sale of assets. This was primarily from the sale of non-core assets in a continuation of our efforts to monetize non-core assets and focus on our core business. Our primary use of cash for investing activities is for capital expenditures related to rig-related enhancements, new construction and equipment, as well as sustaining capital expenditures. During the nine months ended September 30, 2014 and 2013, we used cash for capital expenditures totaling $1.3 billion and $0.8 billion, respectively. During the nine months ended September 30, 2013, we paid $37.5 million cash to purchase the business of Navigate Energy Services, Inc., and we sold our trading equity securities and some of our available-for-sale equity securities, providing $163.9 million in cash.

*Financing Activities***.** Net cash used for financing activities totaled $7.5 million during the nine months ended September 30, 2014 compared to $586.9 million during the corresponding 2013 period. During the nine months ended September 30, 2014, we issued $441.5 million in commercial paper and repaid $70.0 million on amounts borrowed under our revolving credit facility. During the nine months ended September 30, 2014 we used $70.9 million for the redemption of Series A Preferred Stock of a subsidiary, used approximately $250.0 million to repurchase common shares and used $25.7 million to redeem $22.0 million of our 6.15% senior notes due February 2018, reflecting principal, accrued and unpaid interest and prepayment premium. During the nine months ended September 30, 2013, we issued $332.3 million in commercial paper and received proceeds of $692.8 million (net of financing costs) from the issuance of 2.35% senior notes and 5.10% senior notes and used these proceeds (plus proceeds from our commercial paper and cash on hand) to repurchase $991.3 million of the 9.25% senior notes due 2019. During the nine months ended September 30, 2014 and 2013, we paid cash dividends to shareholders totaling $41.8 million and $35.4 million, respectively.

Future Cash Requirements

We expect capital expenditures over the next 12 months to approximate $1.8 billion. Purchase commitments outstanding at September 30, 2014 totaled approximately $967.2 million, primarily for rig-related enhancements, new construction and equipment, as well as sustaining capital expenditures, other operating expenses and purchases of inventory. This amount could change significantly based on market conditions and new business opportunities. The level of our outstanding purchase commitments and our expected level of capital expenditures over the next 12 months represent a number of capital programs that are currently underway or planned. These programs will result in an expansion in the number of land drilling rigs, upgrades to our offshore rigs, completion and production services equipment and well-servicing equipment, and additions to the technology assets that we own and operate. We can reduce the planned expenditures if necessary or increase them if market conditions and new business opportunities warrant it.

We have historically completed a number of acquisitions and will continue to evaluate opportunities to acquire assets or businesses to enhance our operations. Several of our previous acquisitions were funded through issuances of debt or our common shares. Future acquisitions may be funded using existing cash or by issuing debt or additional shares of our stock. Such capital expenditures and acquisitions will depend on our view of market conditions and other factors.

On September 11, 2014, with approval of the Board of Directors (Board), we purchased 10.375 million of our common shares, at $24.10 per share, for a total aggregate amount of approximately $250 million. This purchase was an isolated event and was not part of a broader Board approved repurchase program. The Board continuously seeks to increase returns to shareholders, and as a result, this could lead to additional repurchases in the future, although we do not have a plan in place to do so at this time.

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We may from time to time seek to retire or purchase our outstanding debt through cash purchases and/or exchanges for equity securities, both in open-market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

See our discussion of guarantees issued by Nabors that could have a potential impact on our financial position, results of operations or cash flows in future periods included below under Off-Balance Sheet Arrangements (Including Guarantees).

There have been no significant changes to our contractual cash obligations table that was included in our 2013 Annual Report.

Financial Condition and Sources of Liquidity

Our primary sources of liquidity are cash and investments, availability under our revolving credit facility and commercial paper program and cash generated from operations. As of September 30, 2014, we had cash and short-term investments of $464.8 million and working capital of $1.4 billion. As of December 31, 2013, we had cash and short-term investments of $507.1 million and working capital of $1.4 billion. At September 30, 2014, we had $0.6 billion of availability remaining under our $1.5 billion revolving credit facility and commercial paper program.

Upon closing of the transactions contemplated by the merger agreement with C&J Energy Services, Inc., we anticipate receiving approximately $0.9 billion in cash proceeds from debt issued by the combined company. We expect to use these cash proceeds to pay down our short term borrowings, to fund ongoing capital expansion of our fleet of new and upgraded drilling rigs and for other general corporate purposes.

We had 11 letter-of-credit facilities with various banks as of September 30, 2014. Availability under these facilities as of September 30, 2014 was as follows:

		(In thousands)
Credit available	$	600,204
Less: Letters of credit outstanding, inclusive of financial and performance guarantees		316,123
Remaining availability	$	284,081

Our ability to access capital markets or to otherwise obtain sufficient financing is enhanced by our senior unsecured debt ratings as provided by the major credit rating agencies in the United States and our historical ability to access these markets as needed. While there can be no assurances that we will be able to access these markets in the future, we believe that we will be able to access capital markets or otherwise obtain financing in order to satisfy any payment obligation that might arise upon exchange or purchase of our notes and that any cash payment due, in addition to our other cash obligations, would not ultimately have a material adverse impact on our liquidity or financial position. A ratings downgrade could adversely impact our ability to access debt markets in the future, increase the cost of future debt, and potentially require us to post letters of credit for certain obligations.

Our gross debt to capital ratio was 0.42:1 as of September 30, 2014 and 0.40:1 as of December 31, 2013. Our net debt to capital ratio was 0.39:1 as of September 30, 2014 and 0.36:1 as of December 31, 2013. The gross debt to capital ratio is calculated by dividing (x) total debt by (y) total capital. Total capital is defined as total debt *plus* shareholders equity. Net debt is total debt *minus* the sum of cash and cash equivalents and short-term investments. Neither the gross debt to capital ratio nor the net debt to capital ratio is a measure of operating performance or liquidity defined by GAAP and may not be comparable to similarly titled measures presented by other companies.

Our interest coverage ratio was 9.6:1 as of September 30, 2014 and 7.4:1 as of December 31, 2013. The interest coverage ratio is a trailing 12-month quotient of the sum of (x) operating revenues and earnings (losses) from unconsolidated affiliates, direct costs and general administrative expenses *divided* by (y) interest expense. The interest coverage ratio is not a measure of operating performance or liquidity defined by GAAP and may not be comparable to similarly titled measures presented by other companies.

Our current cash and investments, projected cash flows from operations, possible dispositions of non-core assets, revolving credit facility and commercial paper program are expected to adequately finance our purchase commitments, capital expenditures, acquisitions, scheduled debt service requirements, and all other expected cash requirements for the next 12 months.

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Other Matters

Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) relating to the reporting of discontinued operations and the disclosures related to disposals of components of an entity. The new standard addresses the question around whether the disposal represents a strategic shift, if the operations and cash flows can be clearly distinguished and continuing involvement will no longer preclude a disposal from being presented as discontinued operations. These changes are effective for interim and annual periods that begin after December 15, 2014. Early application is permitted. We are currently evaluating the impact this will have on our consolidated financial statements.

In May 2014, the FASB issued an ASU relating to the revenue recognition from contracts with customers that creates a common revenue standard for GAAP and IFRS. The new standard will require recognition of revenue when promised goods are transferred or services to customers are performed in an amount that reflects the consideration, including costs incurred, to which the entity expects to be entitled in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. These changes are effective for interim and annual periods that begin after December 15, 2016. Early application is not permitted. We are currently evaluating the impact this will have on our consolidated financial statements.

In June 2014, the FASB issued an ASU relating to the accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The new standard will require the reporting entity to apply existing guidance in Topic 718-Compensation-Stock Compensation relating to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. These changes are effective for interim and annual periods that begin after December 15, 2015. Early application is permitted. We are currently evaluating the impact this will have on our consolidated financial statements.

Off-Balance Sheet Arrangements (Including Guarantees)

We are a party to some transactions, agreements or other contractual arrangements defined as off-balance sheet arrangements that could have a material future effect on our financial position, results of operations, liquidity and capital resources. The most significant of these off-balance sheet arrangements involve agreements and obligations under which we provide financial or performance assurance to third parties. Certain of these agreements serve as guarantees, including standby letters of credit issued on behalf of insurance carriers in conjunction with our workers compensation insurance program and other financial surety instruments such as bonds. In addition, we have provided indemnifications, which serve as guarantees, to some third parties. These guarantees include indemnification provided by us to our share transfer agent and our insurance carriers. We are not able to estimate the potential future maximum payments that might be due under our indemnification guarantees. Management believes the likelihood that we would be required to perform or otherwise incur any material losses associated with any of these guarantees is remote.

The following table summarizes the total maximum amount of financial guarantees issued by Nabors:

	Maximum Amount				
	Remainder of 2014	2015	2016	Thereafter	Total
			(In thousands)		
Financial standby letters of credit and other financial surety instruments	$ 63,632	$ 127,994	$ 75	$ 18	$ 191,719

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ITEM 3. ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

We may be exposed to market risks arising from the use of financial instruments in the ordinary course of business as discussed in Item 1A. Risk Factors in our 2013 Annual Report.

ITEM 4. ***CONTROLS AND PROCEDURES***

a) Disclosure Controls and Procedures. We maintain a set of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. We have investments in certain unconsolidated entities that we do not control or manage. Because we do not control or manage these entities, our disclosure controls and procedures with respect to these entities are necessarily more limited than those we maintain with respect to our consolidated subsidiaries.

The Company s management, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period, the Company s disclosure controls and procedures are not effective due to the material weakness described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

We have concluded that, as of September 30, 2014, our controls over the accounting for and disclosures related to a non-routine complex legal entity restructuring in the interim consolidated financial statements did not operate effectively. Specifically, during the operation of a tax control, we failed to detect the use of inaccurate historical tax attributes. Accordingly, we initially did not appropriately record the tax impact related to the third quarter 2014 restructuring of our completion and production services entities in preparation for the pending transaction with C&J Energy Services. This control deficiency resulted in a material overstatement of the tax expense reflected in our initial third quarter 2014 earnings press release issued on October 21, 2014. This error was subsequently identified and corrected in the consolidated financial statements before filing our Form 10-Q for the third quarter of 2014. If not remediated, this control deficiency could result in material misstatements of our consolidated financial statements that may not be prevented or detected. Accordingly, management has determined that this control deficiency constitutes a material weakness.

We are in the process of remediating the identified deficiency in internal control over financial reporting. However, we have not completed our evaluation and all of the corrective remediation actions that we believe are necessary.

b) Changes in Internal Control Over Financial Reporting. Except for the aforementioned material weakness, there have not been any changes in the Company s internal control over financial reporting (identified in connection with the evaluation required by paragraph (d) in Rules 13a-15 and 15d-15 under the Exchange Act) during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. *LEGAL PROCEEDINGS*

Nabors and its subsidiaries are defendants or otherwise involved in a number of lawsuits in the ordinary course of business. We estimate the range of our liability related to pending litigation when we believe the amount and range of loss can be estimated. We record our best estimate of a loss when the loss is considered probable. When a liability is probable and there is a range of estimated loss with no best estimate in the range, we record the minimum estimated liability related to the lawsuits or claims. As additional information becomes available, we assess the potential liability related to our pending litigation and claims and revise our estimates. Due to uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ from our estimates. For matters where an unfavorable outcome is reasonably possible and significant, we disclose the nature of the matter and a range of potential exposure, unless an estimate cannot be made at the time of disclosure. In the opinion of management and based on liability accruals provided, our ultimate exposure with respect to these pending lawsuits and claims is not expected to have a material adverse effect on our consolidated financial position or cash flows, although they could have a material adverse effect on our results of operations for a particular reporting period. See Note 9 Commitments and Contingencies.

On July 30, 2014, the Company and its wholly owned subsidiary, Red Lion, along with CJES, and the members of the board of directors of CJES, including its management directors, were sued in a putative shareholder class action by the stockholders of CJES. The case is styled *City of Miami General Employees and Sanitation Employees Retirement Trust, et al. v. C&J Energy Services, Inc., et al.*; C.A. No. 9980; In the Court of Chancery of the State of Delaware. The complaint alleges that the CJES directors breached their fiduciary duties in connection with the transaction between CJES, Nabors and Red Lion, and that CJES, Nabors and Red Lion aided and abetted these alleged violations. The complaint seeks injunctive relief, including an injunction against the consummation of the transactions, together with attorney s fees and costs. We believe that the case is without merit and intend to vigorously defend it.

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ITEM 1A. *RISK FACTORS*

Other than noted below, there have been no material changes during the three months ended September 30, 2014 to the Risk Factors discussed in our 2013 Annual Report.

Our business and stock price may be adversely affected if our internal control over financial reporting is not effective. Under Section 404 of the Sarbanes-Oxley Act of 2002 and rules promulgated by the SEC, companies are required to conduct a comprehensive evaluation of their internal control over financial reporting. As part of this process, we are required to document and test our internal control over financial reporting; management is required to assess and issue a report concerning our internal control over financial reporting; and our independent registered public accounting firm is required to attest on the effectiveness of our internal control over financial reporting. Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. In connection with the preparation of this report, management identified a material weakness in our controls over the accounting for and disclosures related to a non-routine complex legal entity restructuring in the interim consolidated financial statements. Specifically, we initially did not appropriately record the tax impact related to the third quarter 2014 restructuring of our completion and production services entities in preparation for the pending transaction with C&J Energy Services. This control deficiency resulted in a material overstatement of the tax expense reflected in our initial third quarter 2014 earnings press release issued on October 21, 2014, which was subsequently identified and corrected before filing our 10-Q for the third quarter of 2014. We are taking steps to remediate the material weakness. The existence of a material weakness could result in errors in our financial statements that could result in a restatement of financial statements, which could cause us to fail to meet its reporting obligations, lead to a loss of investor confidence and have a negative impact on the trading price of our common stock.

ITEM 2. *UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS*

We withheld the following shares of our common stock to satisfy tax withholding obligations in connection with grants of stock awards during the three months ended September 30, 2014 from the distributions described below. These shares may be deemed to be issuer purchases of shares that are required to be disclosed pursuant to this Item, but were not purchased as part of a publicly announced program to purchase common shares:

Period (In thousands, except average price paid per share)	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (2)
July 1 - July 31, 2014	8	$ 29.23		
August 1 - August 31, 2014	1	$ 26.20		
September 1 - September 30, 2014	< 1	$ 23.35		

(1) Shares were withheld from employees and directors to satisfy certain tax withholding obligations due in connection with grants of stock under our 2003 Employee Stock Plan and our 2013 Stock Plan. The 2013 Stock Plan, 2003 Employee Stock Plan, 1998 Employee Stock Plan, 1999 Stock Option Plan for Non-Employee Directors and 1996 Employee Stock Plan provide for the withholding of shares to satisfy tax

obligations, but do not specify a maximum number of shares that can be withheld for this purpose. These shares were not purchased as part of a publicly announced program to purchase common shares.

(2) We do not have a current share repurchase program authorized by the Board of Directors.

On September 11, 2014, with approval of the Board of Directors (Board), we purchased 10.375 million of our common shares, at $24.10 per share, for a total aggregate amount of approximately $250 million. This purchase was an isolated event and was not part of a broader Board approved repurchase program. The Board continuously seeks to increase returns to shareholders, and as a result, this could lead to additional repurchases in the future, although we do not have a plan in place to do so at this time.

The following table provides information relating to Nabors repurchase of common shares during the three months ended September 30, 2014 (in thousands, except average price paid per share):

Period (In thousands, except average price paid per share)	**Total Number of Shares Purchased**	**Average Price Paid per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Program**	**Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program**
September 1 - September 30, 2014	10,375	$ 24.10		

ITEM 3. ***DEFAULTS UPON SENIOR SECURITIES***

None.

ITEM 4. ***MINE SAFETY DISCLOSURES***

Not applicable.

ITEM 5. ***OTHER INFORMATION***

None.

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ITEM 6. *EXHIBITS*

Exhibit No.	Description
3.1	Amended and Restated Bye-Laws of Nabors Industries Ltd. (incorporated by reference to Exhibit 3.2 to our Form 10-Q (File No. 001-32657) filed with the SEC on August 3, 2012).
15	Awareness Letter of Independent Accountants*
31.1	Rule 13a-14(a)/15d-14(a) Certification of Anthony G. Petrello, Chairman, President and Chief Executive Officer*
31.2	Rule 13a-14(a)/15d-14(a) Certification of William Restrepo, Chief Financial Officer*
32.1	Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), executed by Anthony G. Petrello, Chairman, President and Chief Executive Officer and William Restrepo, Chief Financial Officer.*
101.INS	XBRL Instance Document*
101.SCH	XBRL Schema Document*
101.CAL	XBRL Calculation Linkbase Document*
101.LAB	XBRL Label Linkbase Document*
101.PRE	XBRL Presentation Linkbase Document*
101.DEF	XBRL Definition Linkbase Document*

* Filed herewith.

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Pursuant to the requirements of Section 13 or 15(d) 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.

NABORS INDUSTRIES LTD.

By:	/s/ Anthony G. Petrello Anthony G. Petrello Chairman, President and Chief Executive Officer (Principal Executive Officer)
By:	/s/ William Restrepo William Restrepo Chief Financial Officer
Date:	November 10, 2014

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Index to Exhibits

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