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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): November 5, 2018**

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**PARKER DRILLING COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**73-0618660**  
(I.R.S. Employer  
Identification No.)

**5 Greenway Plaza, Suite 100, Houston, Texas 77046**  
(Address of principal executive offices) (Zip code)

**(281) 406-2000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Address if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01. Regulation FD Disclosure.***Cleansing Materials*

Parker Drilling Company (the “Company”) has been engaged in active exploration of options to address its upcoming debt maturities and improve its capital structure. In August 2018, the Company entered into a confidentiality agreement with one of its largest equity holders (the “NDA”). Pursuant to the NDA, the Company agreed to publicly disclose after a specified period all material non-public information regarding the Company provided to this investor and referenced in the NDA (the “Cleansing Materials”). The information included in this Current Report on Form 8-K is being furnished to satisfy the Company’s public disclosure obligations under the NDA. Attached is a copy of the Cleansing Materials as Exhibit 99.1 to this Current Report on Form- 8-K. The Company continues to actively engage in discussions with other stakeholders regarding its capital structure, well ahead of future debt maturities, and has ample liquidity to continue serving customers without interruption while it continues to evaluate opportunities to best position the business for the long term and across industry cycles.

The information set forth in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is not an offer to sell or exchange, or solicitation of an offer to buy, any securities, or a solicitation of consents with respect to any securities.

The information included in this Form 8-K under Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities of that Section, unless the registrant specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended. The filing of this Item 7.01, including Exhibit 99.1, of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Cleansing Materials</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PARKER DRILLING COMPANY

Date: November 5, 2018

By: /s/ Jennifer F. Simons

Jennifer F. Simons

Vice President, General Counsel and Secretary

# Project Drake

Company Presentation  
October 2018



Drake  
Rig 273 Alaska

## Forward-Looking Statements Caution

The following presentation contains certain statements that may be deemed to be “forward-looking statements” within the meaning of the securities laws of the United States.

All statements, other than statements of historical facts, addressing activities, events or developments that the Company expects, projects, believes or anticipates will or may occur in the future, the outlook for equipment and utilization and day rates, general industry conditions including bidding activity, future results of the Company’s operations, capital expenditures, income tax matters, expansion and growth opportunities, financing activities, debt repayment, returns on capital, cash flows and other such matters, are forward-looking statements.

Although the Company believes its expectations stated in this presentation are based on reasonable assumptions, actual results may differ materially from those expressed or implied in the forward-looking statements.

For a more detailed discussion of risk factors, please refer to the Company’s reports filed with the SEC, including reports on Forms 10-K and 10-Q. Each forward-looking statement speaks only as of the date of this presentation, and the Company undertakes no obligation to publically update or revise any forward-looking statement.

# DRAKE OVERVIEW

# Drake Overview

Mission and Value Creation
Recognized Industry Leader in Safety and Performance
Diverse Portfolio of Service Offerings and Global Exposure
Robust Processes and Procedures Ensuring Quality Service
Strong Partnership with Top-Tier Clients

- Over 80 year history of delivering operational excellence, partnering with our customers to manage costs and mitigate operating risks by providing the most **innovative, reliable** and **efficient** drilling and rental solutions in the industry
- Providing technical expertise, labor resources and customized, client-owned solutions across **complementary businesses focused on meeting customer needs**
- **17 of the last 20 years** – performed better than IADC industry average in safety performance, TRIR (Total Recordable Incident Rate) with 2017 being the lowest in Company history at 0.19
- Successfully drilled **9 of the top 10** longest Extended-Reach Drilling (ERD) records – currently hold world record (49,212 feet)
- **Leading supplier** of premium tubular and pressure control rental equipment in the U.S.
- Industry pioneer in **remote and harsh-environment** onshore and offshore drilling rigs
- Attractive array of international services, including superior **Casing Running Tool (CRT) technology**
- Industry leading **Integrated Management System (IMS)** is aligned with API Q2 requirements
- **IADC Accredited** Competency Assurance program ensures rig-based personnel are properly trained
- Integrated Oracle® system **provides timely cross-functional communication** between Accounting, Supply Chain, Asset Management and other support functions
- Preferred service provider for many **Super Majors**
- **Diverse client mix** including major U.S. E&Ps, IOCs, NOCs, and ISPs
- Focus on fostering **long-term, repeatable relationships** with customers that reward efficiency, safety and results

# Business Overview

Rental Tools		Drilling	
Continental U.S.	International	Drake-Owned Rigs	Customer-Owned Rigs
<ul style="list-style-type: none"> <li>Leading provider – extensive and repeatable relationships with major U.S. E&amp;Ps</li> <li>Strong growth in up cycles</li> <li>Levered to U.S. rig count, with exposure to all major U.S. basins and the Gulf of Mexico (GOM) offshore market</li> <li>High return, quick payback investment opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Global platform with a major presence in the Middle East</li> <li>Automated Casing Running Tool (CRT) performance exceeding competition</li> <li>Focusing on core markets with strong customer activity</li> </ul>	<p><b>Fully-staffed engineering department capable of meeting client and project specific goals</b></p> <ul style="list-style-type: none"> <li>Diverse fleet, able to meet complex drilling requirements</li> <li>Building scale in select international markets (e.g. Middle East and CIS)</li> <li>Market share leader for barge rigs in the GOM despite the challenging macro dynamics in the region</li> <li>Reputation for service and safety excellence</li> </ul>	<ul style="list-style-type: none"> <li>Complex projects exceed the traditional operator and contractor relationship</li> <li>O&amp;M services leverage engineering, project management and drilling expertise to create customized drilling solutions</li> <li>World-renowned offshore and onshore projects</li> </ul>



U.S. Rental Drill Pipe Inventory



Top-Tek® CRT



Rig 266



Client-Owned Platform, Russia

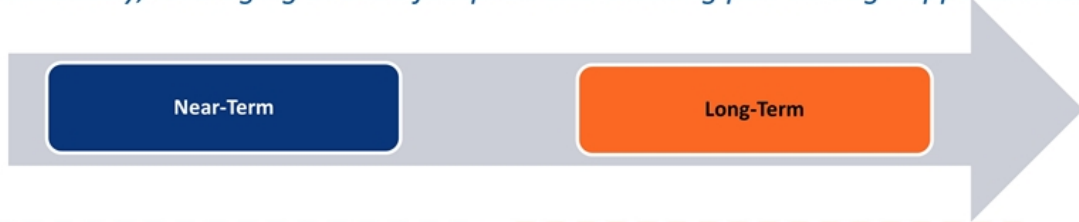


# Drake's Global Footprint



# Drake's Business Strategy

*Drake's experienced management team believes Drake is the natural consolidator in the industry, leveraging Drake's footprint and creating pull-through opportunities*



- Leverage global distribution network, strong reputation and broad customer base to capitalize on growing demand for rental tools
- Position rig fleet and marketing teams to earn new contracts as conditions improve and customers begin committing more capital to well programs
- Prioritize capital expenditures to pursue highest return prospects
- Continue to evaluate opportunities to expand O&M service offering
- Reactivate drilling fleet in the most cost efficient manner
- Execute on international rental revenue pull-through opportunities with international drilling
- Invest in new technology U.S. rental equipment opportunities with high return and quick payback cycles
- Leverage U.S. rental infrastructure to organically grow U.S. well services business

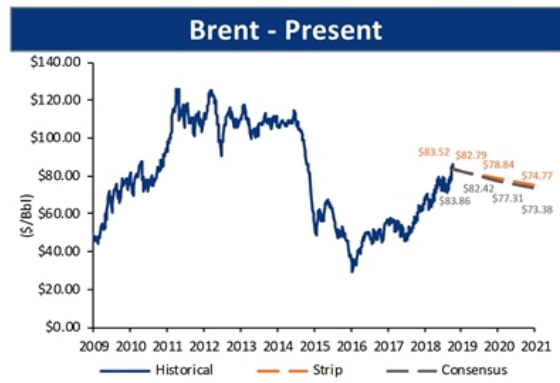
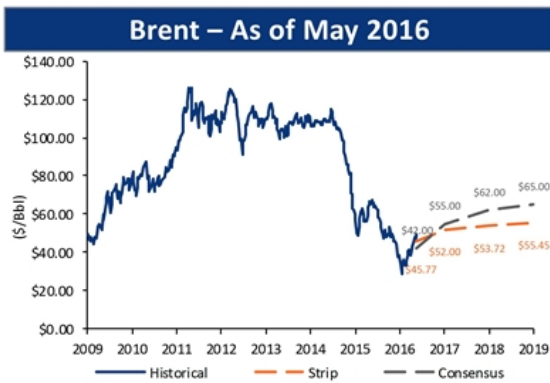
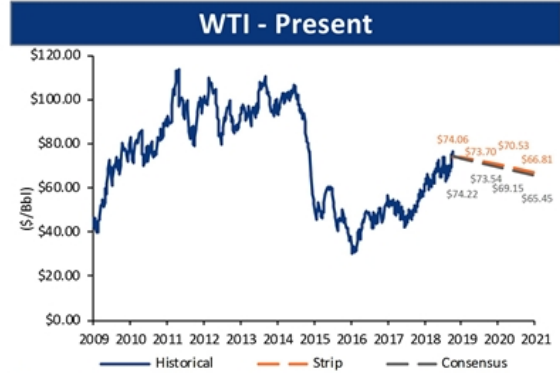
- Position Drake to opportunistically consolidate complementary assets and businesses
- Drake management is committed to pursuing M&A and organic investment opportunities as it has done historically. In particular, significant benefit expected from acquisitions that accelerate growth prospects in rentals and expanding U.S. well services business. This would allow for the following long-term benefits for Drake:
  - Leverage existing global footprint
  - Expand drilling services into new markets
  - Increase revenue pull-through opportunities with existing rentals business
  - Capitalize on Drake's key customer relationships and operational excellence

# Path to Implementing Drake's Strategy

- 1** Highly Uncertain Macro Environment Dictates Caution
  - There has been recent commodity momentum over the course of 2018, however expectations on forward strip are backwarddated, creating an ambiguous environment for future activity. Investment decisions remain uncertain at the customer level
  - Drake maintains a high level of conservatism around its capital deployment in an environment where it should be pressing forward with opportunistic spending
  - Employee retention becomes even more critical if the business were to focus on survival as opposed to growth
- 2** Material Investment Required to Increase Rig Utilization and Expand Rental Position
  - Meaningful investment is required to maintain market share and improve margins
  - Restart capital will increase the longer rigs remain idle, obsolescence risk will increase over time, and additional capital will be required as there is a changeover in drill pipe technology
  - Includes investment to maintain quality (rigs/pipe), improve/offer new technology (CRT/pipe), expand organically in complementary business lines (i.e., U.S. well services)
- 3** Drake Has the Opportunity to Leverage its Global Platform
  - Drake's current infrastructure can support a much larger volume of business with marginal incremental cost (integrated management system, supply chain management, compliance programs, human resource programs, etc.)
  - The strategy of operating complementary businesses is a sound one – increased regional process across product lines leverages regional infrastructure and enables pull-through opportunities
  - Management has identified attractive opportunities which are currently unactionable – Drake does not have currency to effect M&A
- 4** Capital Structure and Liquidity Limitations
  - Drake currently has liquidity in the near term
    - However, current liquidity may not be sufficient, thereby requiring Drake to utilize its current financial flexibility
    - Although Drake currently can participate in liquidity-enhancing transactions to extend runway, this would not allow Drake to execute on organic and inorganic opportunities at a time when consolidation and partnership discussions are taking place in a recovering industry

# 1 Macroeconomic Backdrop

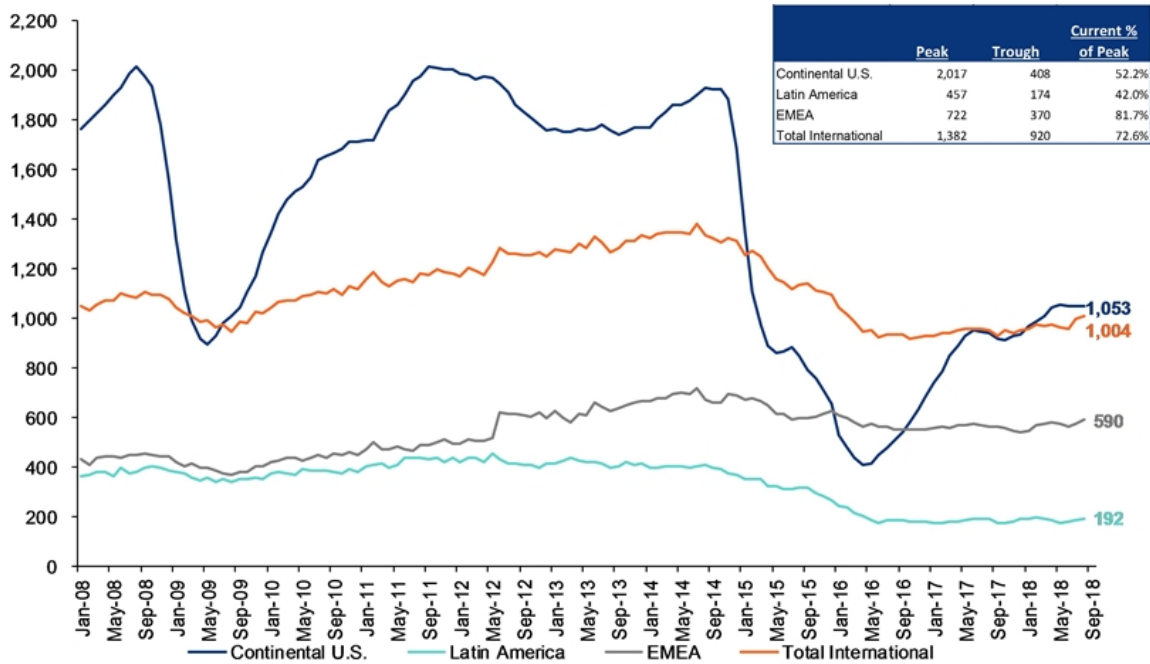
Near term pricing has moved beyond views from 2016; however, the forward strip is backwarddated with an expectation of a decline in future prices



Source: Bloomberg  
Note: Market data as of 10/5/18

# 1 Rig Count – January 2008-Present

*International rig count has not experienced the volatility seen in the United States, which has grown rapidly from decline – thus, there is not expected to be the same level of international recovery that is occurring in the United States*

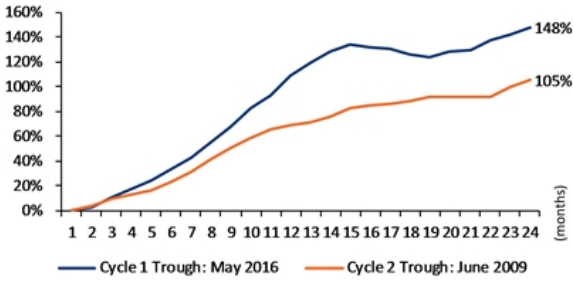


Source: Baker Hughes  
 Note: Market data as of 9/30/18

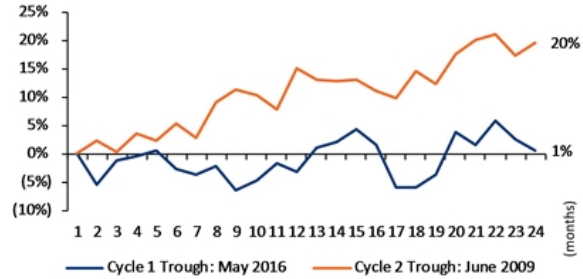
# 1 Rig Count Recovery Across Cycles

Rig count growth has been limited to the Continental U.S. in this cycle as compared to 2009

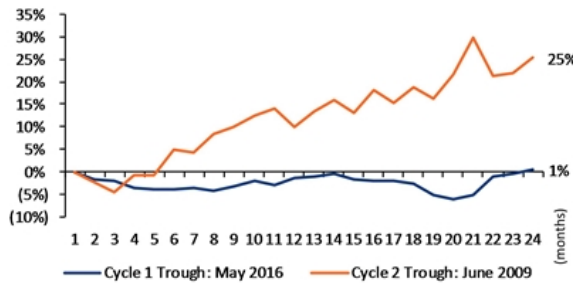
**Continental U.S.**



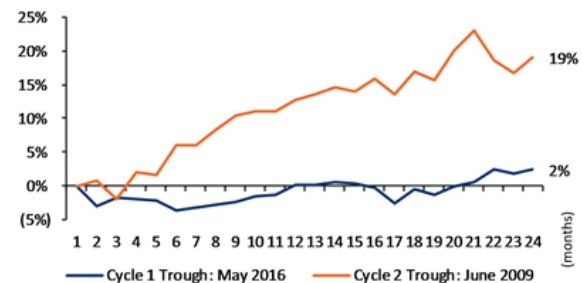
**Latin America**



**EMEA**



**Total International**



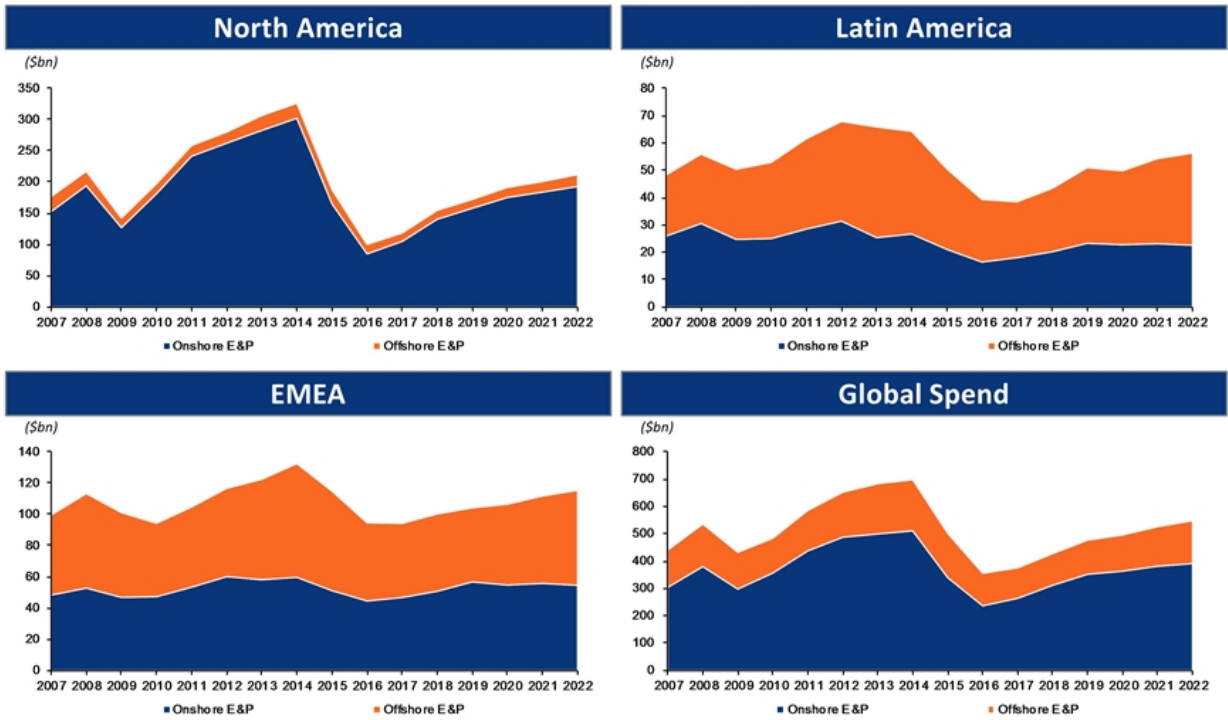
Source: Baker Hughes  
 Note: Cycle 1 Trough reflects U.S. rig count of 408 rigs in May 2016 and Cycle 2 Trough reflects U.S. rig count of 895 rigs in June 2009

1

# Projected Capital Expenditures by Region

PRELIMINARY DRAFT - Subject to Material Revision | Prepared at the Request of Counsel | Privileged & Strictly Confidential

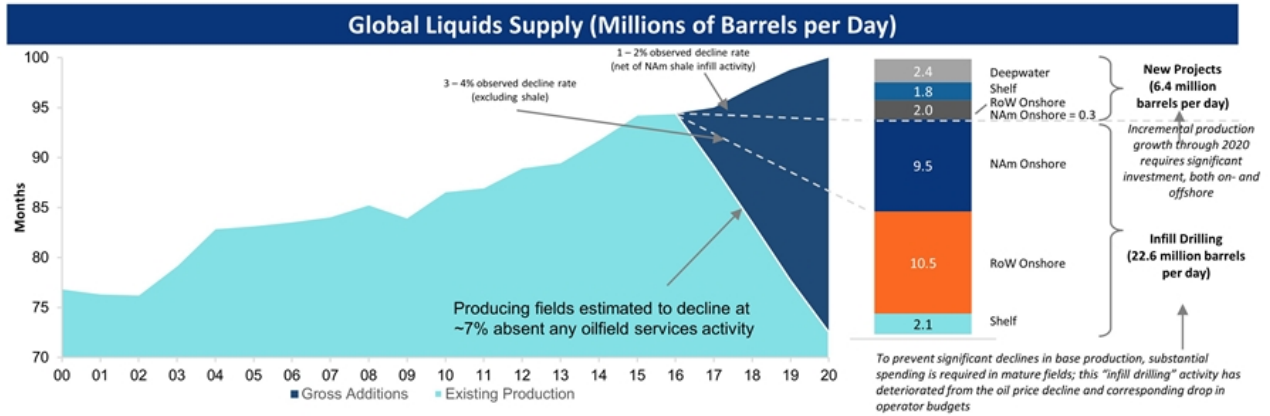
*Projected increases in capital spend should provide tailwinds for Drake's rental and drilling businesses*



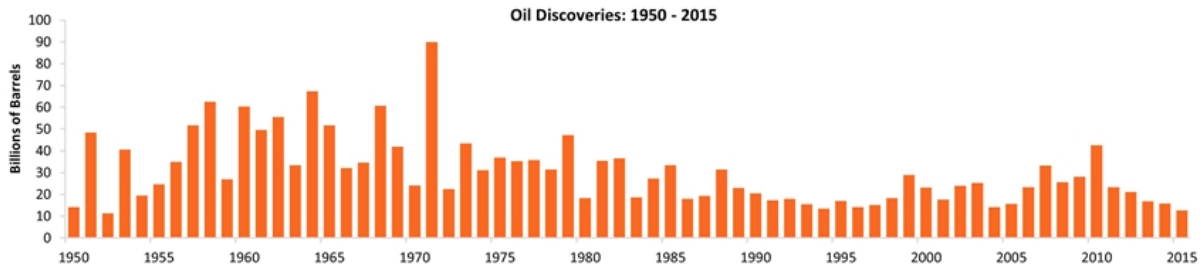
Source: IHS as of 9/6/18

# 1 Tailwinds for Global Recovery

Discoveries are at historic lows and a North American recovery will likely not stop global decline curve



### Historical Discoveries by Volume



Source: Bloomberg, Rystad Energy, Wall Street Research



2

## Material Investment is Required to Increase Rig Utilization

*Drake has a mature rig fleet that has been strategically upgraded over time; significant capex will continue to be required, and excess market capacity tends to favor new rigs*

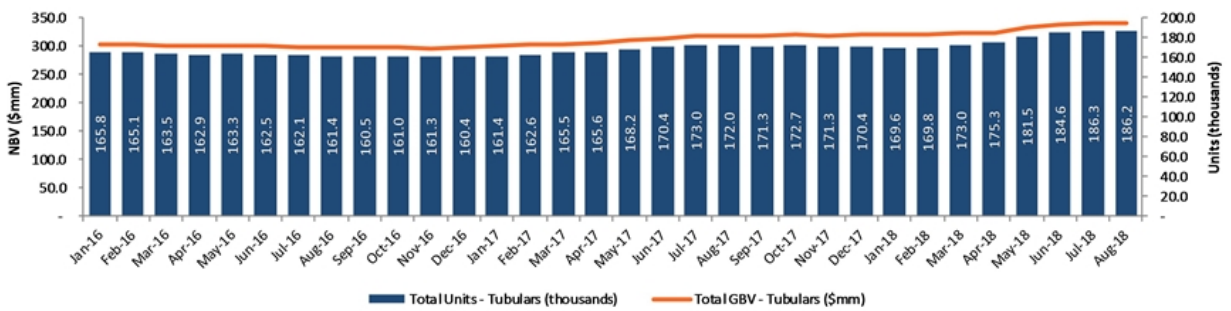
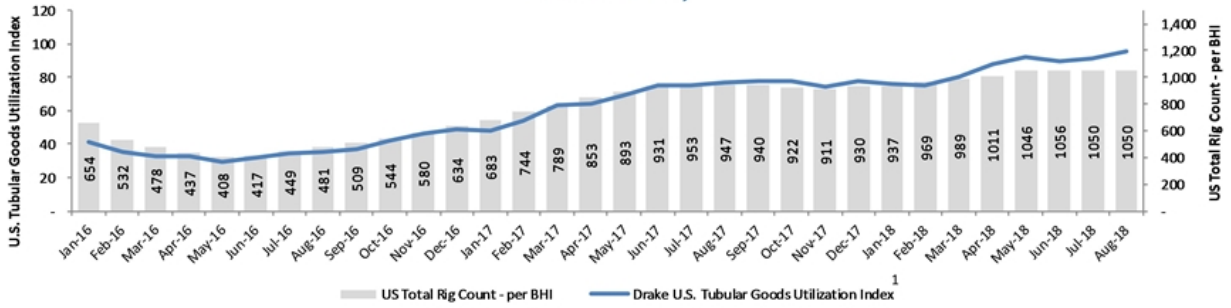
- On average, Drake’s rigs are 26 years old and were upgraded an average of 9 years ago – newer (or more recently upgraded) rigs are more likely to be contracted (average age of Drake’s 2017 revenue-producing rigs was ~17 years)
- Mobility across geographies can occur only in certain situations based on country specific factors and rig specifications
- Drake has removed 2 rigs from service and sold 3 rigs since December 2014 and continues to evaluate potential ways to modernize its current fleet
  - New rigs cost between \$20mm and \$40mm -- Drake is not currently pursuing a new-build fleet replenishment, however, management is considering various options in connection with new opportunities, including customer-financed new-builds
  - Major upgrades estimated to cost between \$8mm and \$14mm
  - Maintenance estimated to cost \$1mm per year for each active rig
  - Reactivation costs for warm and cold stacked rigs are ~\$250k and between \$750k and \$4mm, respectively

	EMEA			Latin America			Arctic		U.S. (L48)
	Kazakhstan	Iraq	Tunisia	Colombia	Guatemala	Mexico	Alaska	Russia	U.S. GOM
# of Rigs	5	3	1	1	1	5	2	1	13
Avg. Age (Yrs.)	21	19	11	36	10	33	6	7	34
Yrs. Since Upgrade	9	10	11	9	10	11	6	7	10

# Investment Needed to Maintain and Grow Share in the U.S. Rentals Market

PRELIMINARY DRAFT - Subject to Material Revision | Prepared at the Request of Counsel | Privileged & Strictly Confidential

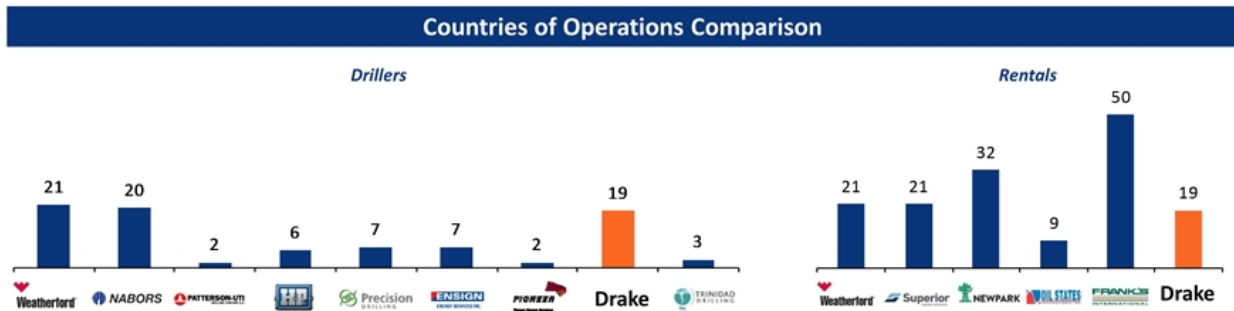
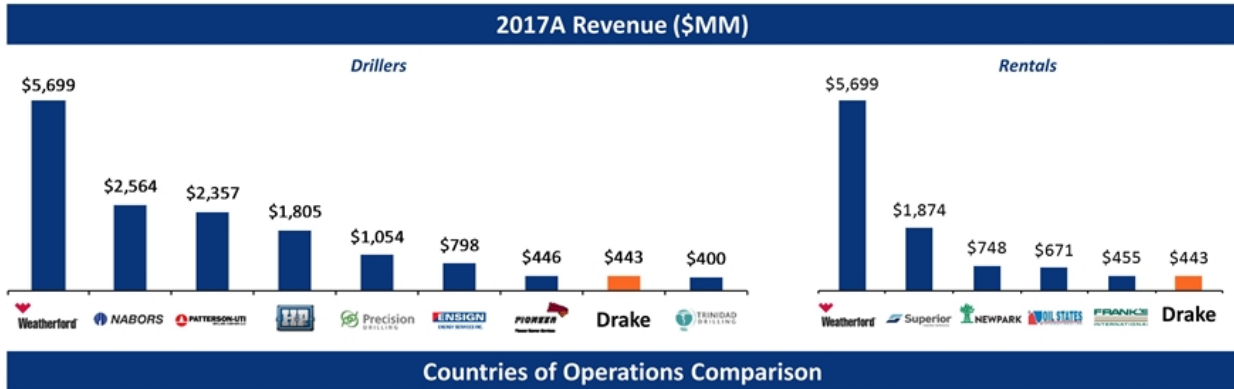
Since January 2016, Drake's U.S. Tubular Goods Utilization Index<sup>1</sup> has slightly outperformed the U.S. Total Rig Count as it has increased the number of new units in its inventory



1. The Drake U.S. Tubular Goods Utilization Index represents the proportion of tubular goods (drill pipe and related products) that were on rental compared to the total inventory of tubular goods, and indexed to a base level of tubular goods inventory on rental. Tubular goods rentals do not account for all U.S. Rentals' revenues.

### 3 Drake's Global Organization Can Support Additional Business Without Significant Cost

Due to its global footprint, Drake already has the necessary infrastructure and expertise in place to permit scaling up, and is currently sub-scale relative to that infrastructure



Source: Company filings and presentations

## Capitalizing on Drake's Expansive Network and Robust Infrastructure

*Drake has invested in quality management systems and processes which allow for additional bolt-on growth without significant cost increases*

- **Integrated Management System (IMS)**
  - *Company's quality management system*
  - *12 components, ranging from Operational Risk Management to Continual Improvement*
- **Compliance**
  - *Code of Conduct, Third Party Screenings, Ethics Helpline, Employee Training*
- **Supply Chain**
  - *Global Strategic Sourcing Agreements, International Logistics management for shipping and receiving*
- **Oracle® ERP System**
  - *Allows cross-functional communication between departments such as Asset Management, Supply Chain, Accounting and others*
- **Human Resources**
  - *Diverse global experience with network and systems for performing onboarding and recruitment, payroll and benefits, training and development, and other necessary services*



## Realizing Revenue Pull-Through Across the Business

*Drake's drilling and rentals businesses complement each other and the combined business creates more revenue generating capability than as stand-alone businesses*

Drake has identified the following pull-through opportunities:

- **Rental revenue through Drake's drilling business**
  - However, subscale drilling business limits ability to realize rental pull-through opportunities
  - Value of rental tools and capabilities is client-driven (i.e., CRT tool is useful for client focused on complex or unconventional drilling)
- **Service-related revenue through Drake's drilling and U.S. Rentals business**
  - Drake's International Rentals business provides customers with rental tools and Drake services
  - Existing U.S. market for Drake is limited to tools
  - Opportunity exists to build out a well services revenue platform within Drake's U.S. Rentals business, leveraging the infrastructure and relationships already in place

### Examples of Strategic Pull-Through

- ✓ In 2017, international rentals earned \$16K/month on a Drake-owned asset in Sakhalin Island
- ✓ International drilling and rentals businesses share resources, office space and collaborate closely on collective opportunities (i.e., Dubai, UAE and Villahermosa, Mexico offices)
- ✓ Drilling O&M projects provided \$500K+ in 2017 Technical Services engineering projects
- ✓ Extensive U.S. Rentals infrastructure and client relationships offer solid platform to leverage CRT services

## 3 Identified Inorganic Opportunities are Currently Unactionable

*Drake has pursued strategic opportunities in order to meet client demand for rigs and rental equipment*

- International opportunities would allow Drake to meaningfully increase its footprint, leverage its existing drilling expertise, and capture additional rental pull-through opportunities
  - *International Drilling opportunity (stock and cash)*
  - *Regional Contractor in the Middle East (stock and cash)*
- Actively tendering new rental tools opportunities
  - *International Rental Tools opportunity (stock and cash)*
- Expansion of our U.S. Wells Services business
  - *Reasonably sized U.S. Well Services Contractor (cash)*

## 4 Debt Maturity / Trading Profile

After trading apart earlier this year, 2020 and 2022 Notes trading prices have moved in lock-step in recent months (~78¢ vs. ~89¢) with yields of 14.3-14.4%. Maturities and liquidity are reflected in the current market capitalization of ~\$28 million

Capital Structure								
(\$ in millions)	Maturity	Amount Out.	Interest Rate	Interest Exp	Cum. Debt / LTM EBITDA	Market Price	Yield To Worst (%)	Credit Rating
<b>Secured Debt</b>								
Revolving Credit Facility	Jan-20	\$ --	L + 400	\$ --	--	N/A	N/A	NR
<b>Unsecured Debt</b>								
Senior Unsecured Notes Due 2020	Aug-20	\$225	7.50%	\$17	3.1x	89.2%	14.30%	B- / Caa2
Senior Unsecured Notes Due 2022	Jul-22	360	6.75%	24	4.9x	78.0%	14.40%	B- / Caa2
<b>Total Debt</b>		<b>\$585</b>		<b>\$41</b>	<b>8.0x</b>			
Convertible Preferred Stock	Mar-20	\$50	7.25%	N/A	N/A	N/A	N/A	N/A

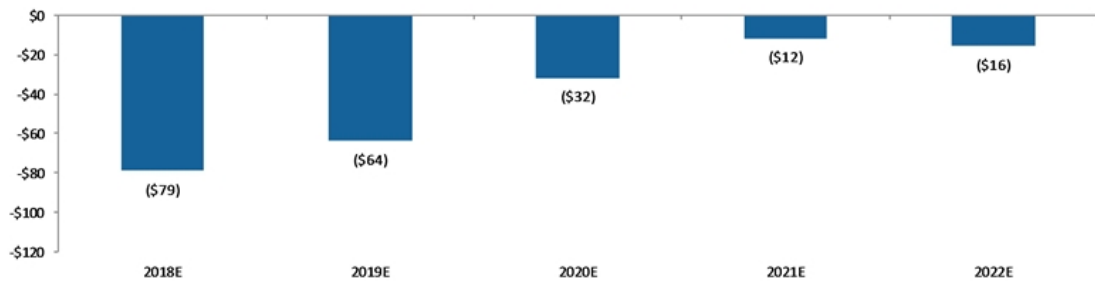


Source: Company Filings, Bloomberg, Capital IQ  
 Note: Market data presented as of 10/5/2018; Equity trading history adjusted for 1:15 reverse stock split effective on July 27, 2018

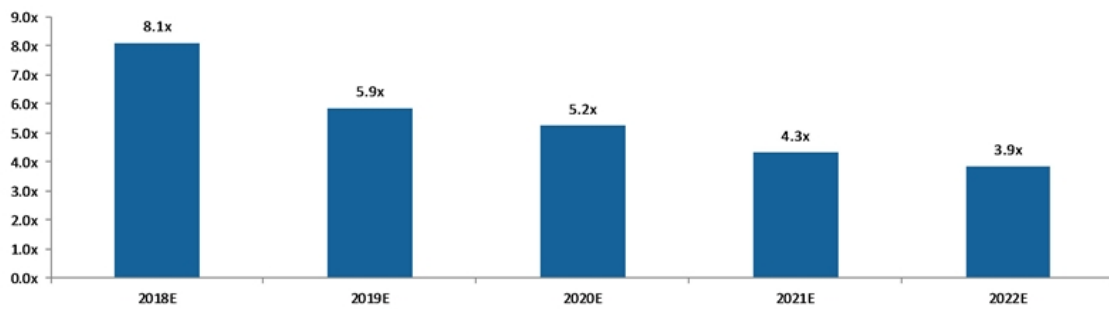
4

# Leverage and Liquidity Snapshot

## Cash Burn



## Leverage

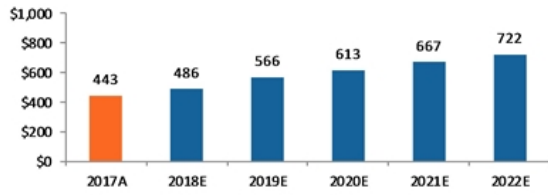




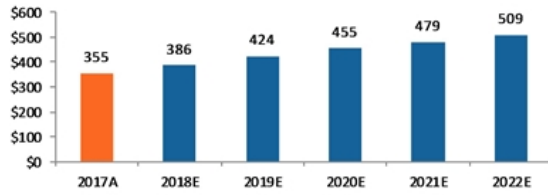
# FINANCIAL PROJECTIONS

# Financial Snapshot

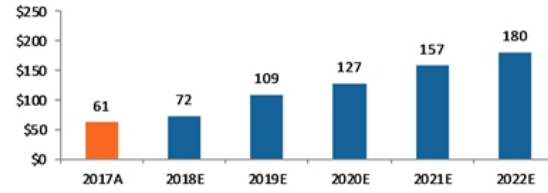
## Revenue (\$MM)



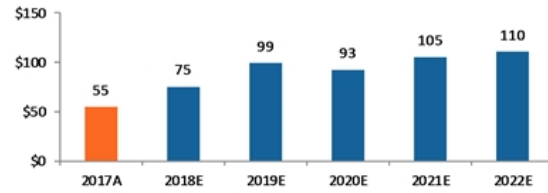
## Opex (\$MM)



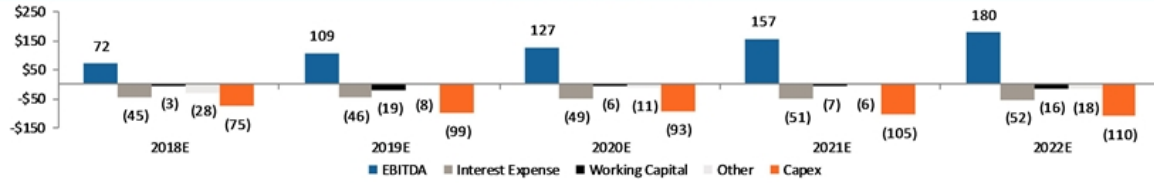
## EBITDA (\$MM)<sup>1</sup>



## Capex (\$MM)

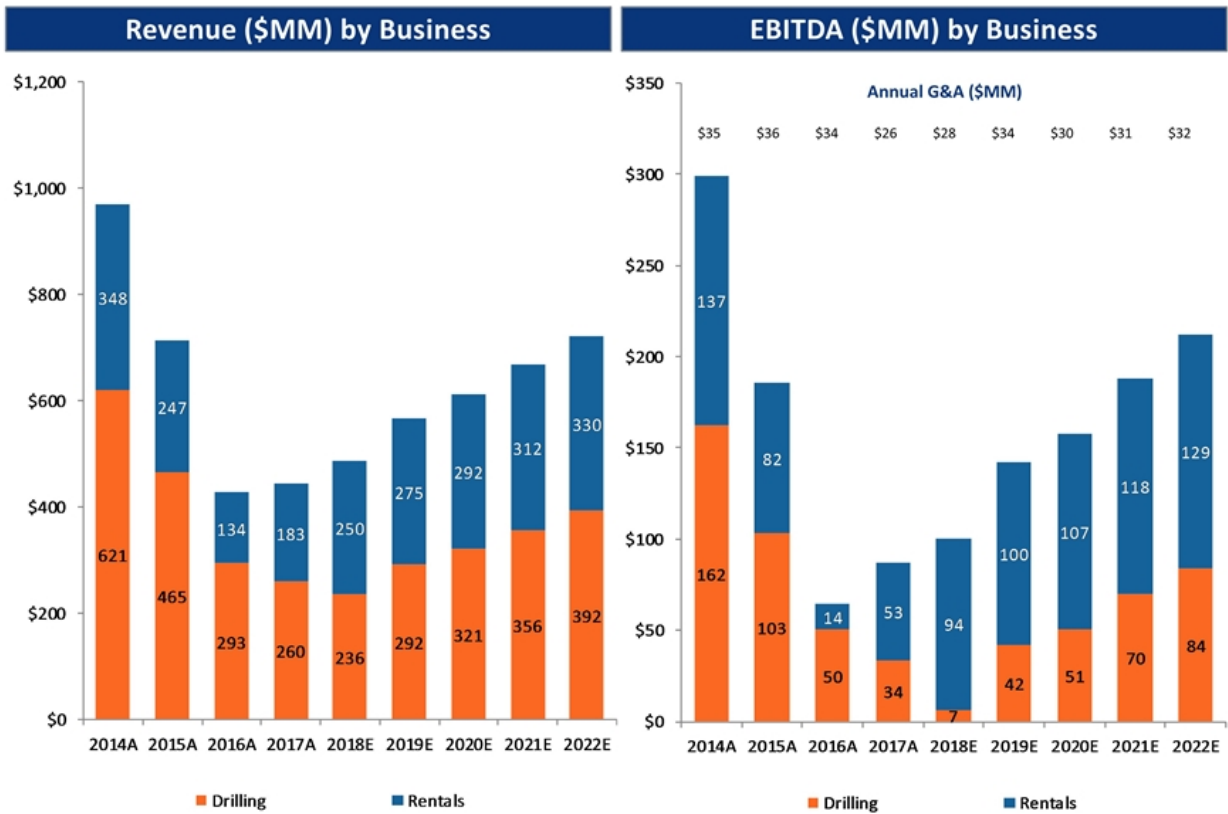


## Cash Burn (\$MM)



Source: Drake  
 Note: Figures inclusive of Technical Services Revenue  
 1 Revenue - Opex - SG&A

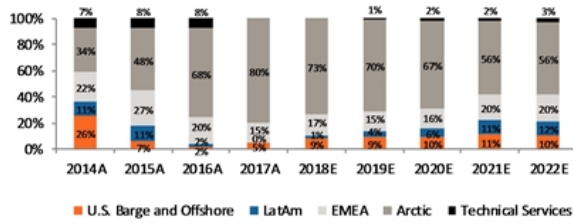
# Financial Snapshot (Cont.)



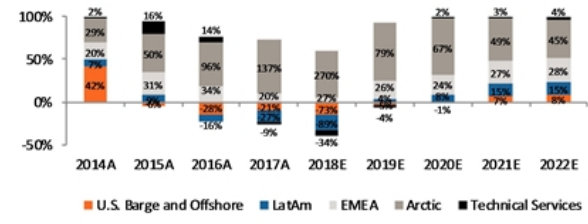
Source: Drake  
 Note: Rentals includes U.S. Rentals and International Rentals, Drilling includes U.S. (Lower 48), Latin America, EMEA, Arctic and Technical Services

# Financial Snapshot (Cont.)

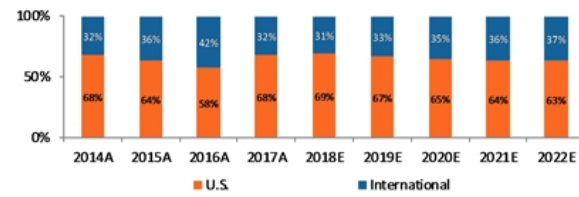
## Revenue Mix – Drilling



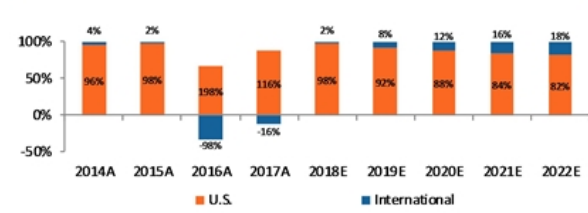
## EBITDA Mix – Drilling



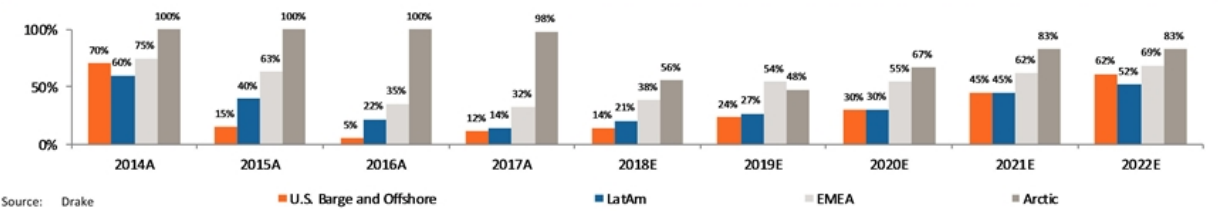
## Revenue Mix – Rentals



## EBITDA Mix - Rentals

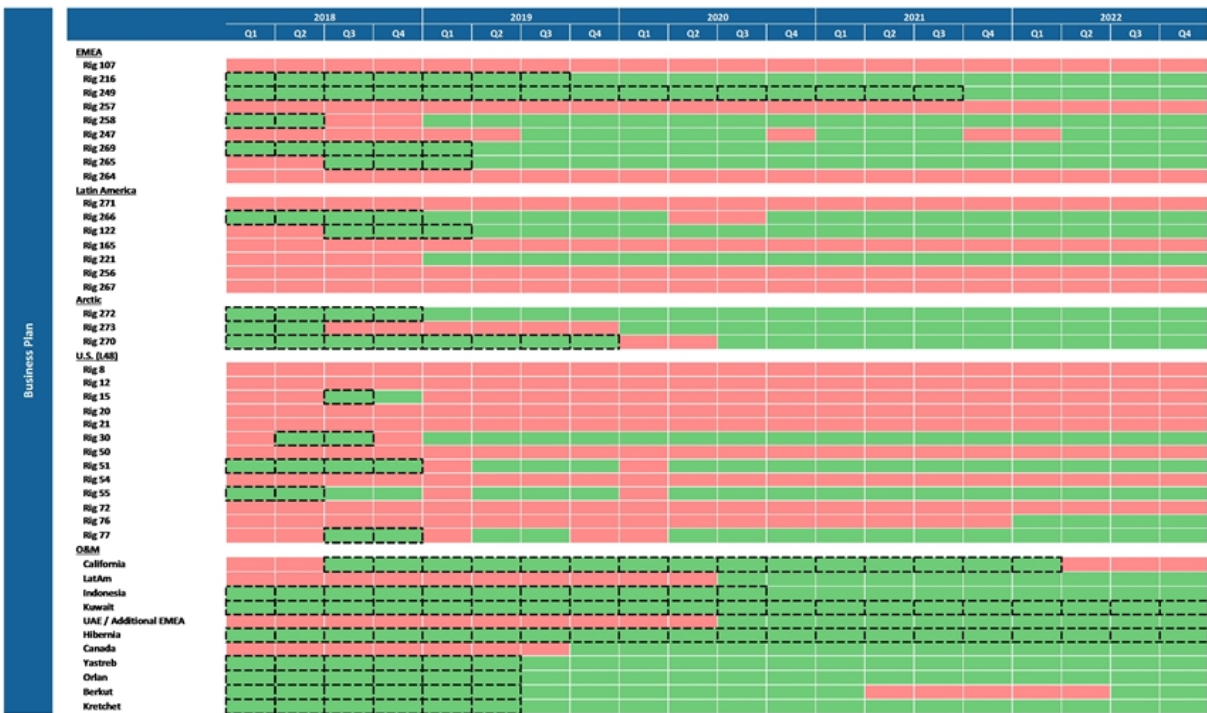


## Rig Utilization



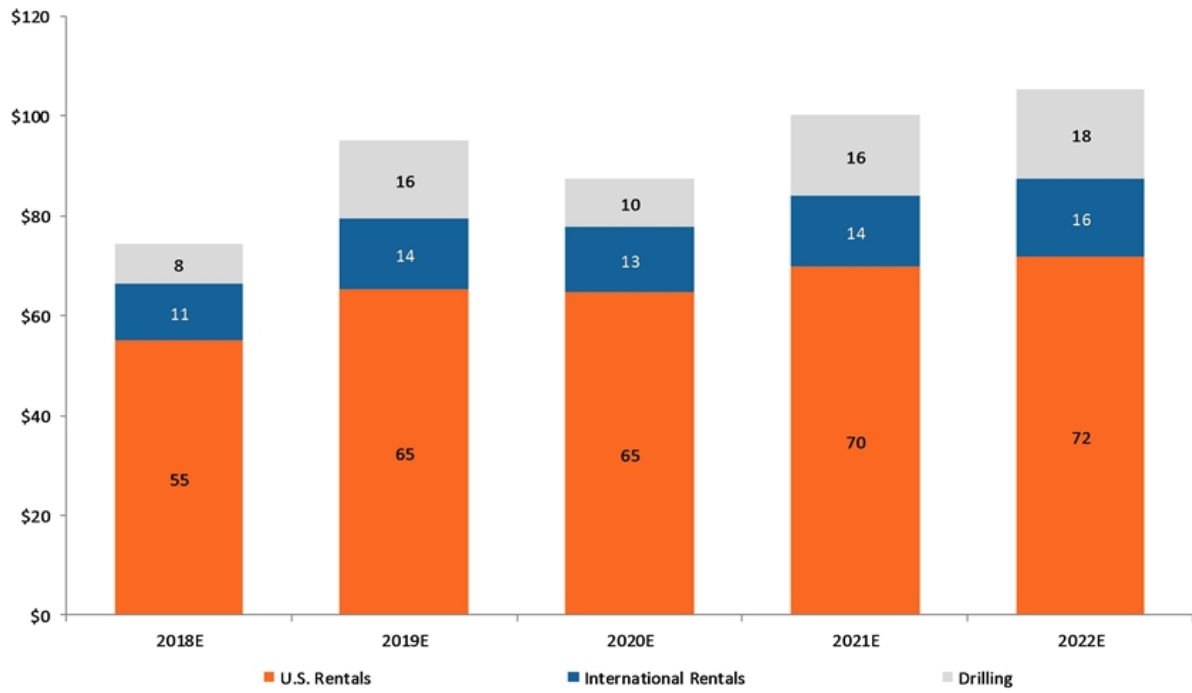
Source: Drake

# Projected Rig Utilization



Revenue in quarter, contracted
  Revenue in quarter, not contracted
  No revenue in quarter

## Capex (\$mm)



Note: Exclusive of corporate capex

# KEY TAKEAWAYS

## Key Takeaways

Drake has the management, business segments, and operational footprint to be a leading provider of its drilling and rental services long-term

Drake has near-term opportunities to increase stakeholder value; however, these near-term opportunities place additional strain on Drake's liquidity forecast

Drake is showing momentum in selected business units; however, a longer-term recovery is dependent on both activity and pricing improvements – supply / demand imbalance for international and offshore markets may not necessarily benefit from the current improvement in near-term commodity pricing

Although Drake currently can participate in liquidity-enhancing transactions to extend runway, this would not allow Drake to execute on organic and inorganic opportunities at a time when consolidation and partnership discussions are taking place in a recovering industry



# Project Drake



Drake  
*Rig 273 Alaska*