

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Ocean Rig UDW Inc.		2 Issuer's employer identification number (EIN) 66-0777052	
3 Name of contact for additional information NIKI FOTIOU	4 Telephone No. of contact 00302108090227	5 Email address of contact finance@ocean-rig.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 10 Skopa Street, Tribune House, 2nd Floor, Office 202		7 City, town, or post office, state, and Zip code of contact Nicosia, Cyprus, CY 1075	
8 Date of action See Below		9 Classification and description Common Stock	
10 CUSIP number Y64354205	11 Serial number(s) N/A	12 Ticker symbol ORIG	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► During the year ended December 31, 2014, Ocean Rig UDW Inc. (the "Company") declared the following cash distributions per share to the common shareholders of record on the dates specified below:

Date of Record:	Amount per Share:	Date Paid:
<u>October 31, 2014</u>	<u>\$0.19</u>	<u>November 11, 2014</u>
<u>August 1, 2014</u>	<u>\$0.19</u>	<u>August 11, 2014</u>
<u>May 20, 2014</u>	<u>\$0.19</u>	<u>May 30, 2014</u>

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► Dividends paid in excess of the current and accumulated earnings and profits of a corporation reduce the basis of the shares of the corporation pursuant to Sections 301(c)(2) and 316(a) of Internal Revenue Code (the "IRC").

Based on the current and accumulated earnings and profits of the Company, the distributions paid per share as of the dates of record should reduce the basis of each share by the entire amount of such distributions per share.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Based on the Company's current and accumulated earnings and profits, the distributions paid per share should reduce the basis of each share held by each common shareholder on the dates of record.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC Sections 316 and 301(c)

18 Can any resulting loss be recognized? ▶ **No.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **See Line 15.**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ **02/02/2015**

Print your name ▶ **NIKI FOTIOU** Title ▶ **VP of ACCOUNTING & FINANCE**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054