

Ocean Rig UDW Inc.  
Form FWP  
June 03, 2015  
**Issuer Free Writing  
Prospectus  
Term Sheet dated June 3, 2015**

**Filed Pursuant to Rule 433  
Registration No. 333-202829**

**28,571,428 Common Shares**

Managers:	Clarksons Platou Securities, Inc., Pareto Securities Inc. and Seaport Global Securities LLC, as joint lead managers
Managers authorized to release lock-up:	Clarksons Platou Securities, Inc., Pareto Securities Inc. and Seaport Global Securities LLC, as joint lead managers
Manager authorized to appoint counsel:	Clarksons Platou Securities, Inc., Pareto Securities Inc. and Seaport Global Securities LLC, as joint lead managers
Registration Statement File No.:	333-202829
Time of Sale Prospectus:	1. Prospectus dated June 2, 2015 relating to the Shares 2. The pricing information set forth herein.
Lock-up Restricted Period:	60 days
Title of Shares to be placed:	Common Shares par value \$0.01 per share
Number of Shares:	28,571,428
Public Offering Price:	\$7.00 per share
Closing Date:	June 8, 2015
Closing Location:	Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza

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New York, New York 10004

Address for Notices to Placement Agents:

Clarksons Platou Securities, Inc.

410 Park Avenue, Suite 710

New York, New York 10022

Attention: Pat Shea

Pareto Securities Inc.

150 East 52nd Street, 29th Floor,

New York, New York 10022

Attention: Audun Hoen

Seaport Global Securities LLC

400 Poydras Street, Ste. 3100

New Orleans, LA 70130

Attention: Gary Meringer

Address for Notices to the Company:

Ocean Rig UDW Inc.

10 Skopa Street, Tribune House, 2nd Floor

Office 202

CY 1075

Nicosia, Cyprus

Attention: Mr. Savvas Georghiades

**The Issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus supplement, the prospectus in that registration statement and other documents that the Issuer has filed with the sec for more complete information about the issuer and the offering. you may obtain these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any placement agent for the offering will arrange to send you the prospectus and the prospectus supplement if you request them of Clarksons Platou Securities, Inc. by calling 212-317-708 or toll free 855-864-2265, or by e-mailing [officeNY@platou.com](mailto:officeNY@platou.com), or by writing Clarksons Platou Securities, Inc., 410 Park Avenue, Suite 710, New York, NY 10022, Attention: Raquel Lucas, Pareto Securities Inc. by calling 212-829-4200, or by e-mailing [kbt@paretosec.com](mailto:kbt@paretosec.com), or by writing Pareto Securities Inc., 150 East 52<sup>nd</sup> Street, 29<sup>th</sup> Floor, New York, NY 10022, Attention: Kjersti Berg Tufta, or Seaport Global Securities LLC, by calling 646-264-5629, or by e-mailing [amcadams@ghsecurities.com](mailto:amcadams@ghsecurities.com), or by writing Seaport Global Securities LLC, 400 Poydras Street, Suite 3100, New Orleans, LA 70130, Attention: Amanda McAdams.**

This communication should be read in conjunction with the prospectus included in the registration statement and the information incorporated by reference therein. The information in this communication supersedes the information in the prospectus to the extent it is inconsistent with the information in such prospectus.