

PRECISION DRILLING Corp  
Form 40-F  
March 13, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 40-F**

**Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934  
or**

**Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2014**

**Commission file number: 001-14534**

**PRECISION DRILLING CORPORATION**

(Exact name of Registrant as specified in its charter)

|  |  |   |
|--|--|---|
| <b>Alberta, Canada</b><br>(Province or other jurisdiction of<br>incorporation or organization) | <b>1381</b><br>(Primary Standard Industrial<br>Classification Code Number) | <b>Not Applicable</b><br>(I.R.S. Employer Identification) |
| <b>800, 525 - 8 Avenue, S.W., Calgary, Alberta, Canada T2P 1G1</b>                             |  |   |

**(403) 716-4500**

(Address and telephone number of Registrant's principal executive offices)

**Precision Drilling (US) Corporation, 10350 Richmond Avenue, Suite 700, Houston, Texas 77042**

**(713) 435-6100**

(Name, address, (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:

|  |  |
|--|--|
| <b>Title of each class</b>   | <b>Name of each exchange on which registered</b> |
| Common Shares  | New York Stock Exchange                          |
| Securities registered or to be registered pursuant to Section 12(g) of the Act: None |  |

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Information filed with this Form:

Annual Information Form       Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 292,819,921 Common Shares outstanding as at December 31, 2014.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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       No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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                      .. No

The documents (or portions thereof) forming part of this Form 40-F are incorporated by reference into the following registration statements under the Securities Act of 1933, as amended:

| <b>Form</b> | <b>Registration No.</b> |
|-------------|-------------------------|
| S-8         | 333-194966              |
| S-8         | 333-189046              |
| S-8         | 333-189045              |
| F-10        | 333-202166              |

## **DISCLOSURE CONTROLS AND PROCEDURES**

For information on disclosure controls and procedures, see *Evaluation of Disclosure Controls and Procedures* in the Annual Information Form for the fiscal year ended December 31, 2014, filed as Exhibit 99.1 (the *Annual Information Form*) and *Evaluation of Controls and Procedures* in *Management's Discussion and Analysis of Financial Condition and Results of Operations* for the fiscal year ended December 31, 2014, filed as Exhibit 99.2 (*Management's Discussion and Analysis*).

## **NOTICES PURSUANT TO REGULATION BTR**

None.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

For information on internal control over financial reporting, see *Management's Report to the Shareholders* and *Report of Independent Registered Public Accounting Firm* in the Consolidated Financial Statements for the fiscal year ended December 31, 2014, filed as Exhibit 99.3. Also see *Internal Control Over Financial Reporting* in the Annual Information Form.

## **AUDIT COMMITTEE FINANCIAL EXPERT**

The board of directors of the Registrant has determined that it has at least one audit committee financial expert serving on its audit committee. Each of Patrick M. Murray, Brian J. Gibson, Allen R. Hagerman and William T. Donovan has been designated an audit committee financial expert and is independent, as that term is defined by the New York Stock Exchange's listing standards applicable to the Registrant. See *Audit Committee* and *Audit Committee Relevant Education and Experience* in the Annual Information Form. The Commission has indicated that the designation of a person as an audit committee financial expert does not make them an expert for any purpose, impose any duties, obligations or liability on them that is greater than that imposed on members of the audit committee and board of directors who do not carry this designation or affect the duties, obligations or liability of any other member of the audit committee or the board of directors.

## **CODE OF ETHICS**

The Registrant has adopted the Code of Business Conduct and Ethics (the *Code*) which applies to every director, officer and employee of the Registrant, including the principal executive officer, principal financial officer, principal accounting officer or controller and any person performing similar functions. The Code is available on the Registrant's website at [www.precisiondrilling.com](http://www.precisiondrilling.com). No waivers have been granted from, and there have been no material amendments to, any provision of the Code during the 2014 fiscal year.

## **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

For information on principal accountant fees and services, see *Audit Committee Pre-approval Policies and Procedures* and *Audit Committee Audit Fees* in the Annual Information Form.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Registrant has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

For information on contractual obligations, see Financial Condition Contractual Obligations in Management s Discussion and Analysis.

**IDENTIFICATION OF THE AUDIT COMMITTEE**

The Registrant has a separately-designated standing Audit Committee. The members of the Audit Committee are:

Chairman: Allen R. Hagerman

Members: William T. Donovan  
Brian J. Gibson  
Patrick M. Murray  
Robert L. Phillips

**MINE SAFETY DISCLOSURE**

Not applicable.

**NYSE CORPORATE GOVERNANCE**

The Registrant's common shares are listed on the NYSE. A description of the significant ways in which the Registrant's corporate governance practices differ from those required of domestic companies under NYSE listing standards is provided on the Registrant's website at [www.precisiondrilling.com](http://www.precisiondrilling.com).

**UNDERTAKING**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the staff of the Commission, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an Annual Report on Form 40-F arises; or transactions in said securities.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Calgary, Province of Alberta, Canada.

**Precision Drilling Corporation**

Date: March 13, 2015

By: */s/ Kevin Neveu*  
Name: Kevin A. Neveu  
Title: President and Chief Executive Officer

**EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b><u>Description</u></b>  |
|---------------------------|--|
| 23.1                      | Consent of KPMG LLP, Chartered Accountants.  |
| 31.1                      | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                |
| 31.2                      | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                |
| 32.1                      | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                |
| 32.2                      | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                |
| 99.1                      | Annual Information Form for the fiscal year ended December 31, 2014.   |
| 99.2                      | Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2014. |
| 99.3                      | Consolidated Financial Statements for the fiscal year ended December 31, 2014.   |