

CNOOC LTD  
Form 6-K  
August 19, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For the month of August 2015

Commission File Number 1-14966

CNOOC Limited  
(Translation of registrant's name into English)

65th Floor  
Bank of China Tower  
One Garden Road  
Central, Hong Kong  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

Signature

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, thereunto duly authorized.

CNOOC Limited

By: /s/ Hua Zhong  
Name: Hua Zhong  
Title: Joint Company Secretary

Dated: August 19, 2015

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EXHIBIT INDEX

| Exhibit<br>No. | Description                         |
|----------------|-------------------------------------|
| 99.1           | Press release dated August 19, 2015 |

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Exhibit 99.1

***For Immediate Release***

**CNOOC signs PSCs with ROC**

(Hong Kong, August 19 2015) - CNOOC Limited (the “Company”, NYSE: CEO, SEHK: 00883, TSX: CNU) announced today that its parent company, China National Offshore Oil Corporation (CNOOC), has signed two production sharing contracts (PSCs) with Roc Oil (China) Company (ROC) for Blocks 16/07 and 03/33 in the South China Sea.

The two blocks mentioned above are located in the Pearl River Mouth Basin in the South China Sea. Block 16/07 covers a total area of 2,743 square kilometers and has a water depth of approximately 100 meters. Block 03/33 covers a total area of 2,367 square kilometers and has a water depth of 65-145 meters.

According to the terms of the PSCs, ROC shall act as the operator during the exploration period and conduct exploration activities in the two blocks mentioned above, in which all expenditures incurred will be borne by ROC. Once entering the development phase, CNOOC has the right to participate in up to 51% of the working interest in any commercial discoveries of the blocks. After signing the above-mentioned PSCs, CNOOC will assign all of its rights and obligations under such contracts, except for those relating to CNOOC’s administrative functions to CNOOC China Limited, a subsidiary of CNOOC Limited.

- End -

**Notes to Editors:**

**More information about the Company is available at <http://www.cnooltd.com>.**

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This press release includes “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, including statements regarding expected future events, business prospectus or financial results. The words “expect”, “anticipate”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “believe”, “plans”, “intends” and similar expressions are intended to identify such forward-looking statements. These statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate under the circumstances. However, whether actual results and developments will meet the expectations and predictions of the Company depends on a number of risks and uncertainties which could cause the actual results, performance and financial condition to differ materially from the Company’s expectations, including but not limited to those associated with fluctuations in crude oil and natural gas prices, the exploration or development activities, the capital expenditure requirements, the business strategy, whether the transactions entered into by the Group can complete on schedule pursuant to their terms and timetable or at all, the highly competitive nature of the oil and natural gas industries, the foreign operations, environmental liabilities and compliance requirements, and economic and political conditions in the People’s Republic of China. For a description of these and other risks and uncertainties, please see the documents the Company files from time to time with the United States Securities and Exchange Commission, including the 2014 Annual Report on Form 20-F filed on 22 April 2015.

Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements. The Company cannot assure that the results or developments anticipated will be realised or, even if substantially realised, that they will have the expected effect on the Company, its business or operations.

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