

Ensco plc
Form DEFA14A
April 01, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the registrant Filed by a party other than the registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240. 14a-12

Ensco plc

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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- Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Exercise Your Right to Vote

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on 18 May 2015.

VOTE DEADLINE - 11:59 p.m. Eastern Time on 17 May 2015 (or 12 May 2015 for employees and directors holding shares in our benefit plans).

ENSCO PLC

Meeting Information

Meeting Type: Annual General Meeting of Shareholders

For record holders as of: 25 March 2015

Date: 18 May 2015 Time: 8:00 a.m. London Time

Location: InterContinental London Park Lane

One Hamilton Place

Park Lane

London, W1J 7QY, UNITED KINGDOM

You are receiving this communication because you hold shares in the company named above.

ATTN: INVESTOR RELATIONS
5847 SAN FELIPE STREET
SUITE 3300
HOUSTON, TX 77057

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE, PROXY STATEMENT, ANNUAL REPORT AND UNITED KINGDOM STATUTORY ACCOUNTS

How to View Online:

Have the information that is printed in the box marked by the arrow àXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before 4 May 2015 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow àXXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to present the proxy card you hold in order to speak or vote shares held in your account. Please refer to the proxy statement for additional information.

Voting Items

The Board of Directors recommends you vote FOR all proposals.

1. To re-elect Directors to serve until the 2016 Annual General Meeting of Shareholders:
Nominees:
 - 1a. J. Roderick Clark
 - 1b. Roxanne J. Decyk
 - 1c. Mary E. Francis CBE
 - 1d. C. Christopher Gaut
 - 1e. Gerald W. Haddock
 - 1f. Francis S. Kalman
 - 1g. Keith O. Rattie
 - 1h. Paul E. Rowsey, III
 - 1i. Carl G. Trowell
2. To authorise the Board of Directors to allot shares.

To ratify the Audit Committee's appointment of KPMG LLP as our U.S. independent registered public accounting firm for the year ended 31 December 2015.
3. To appoint KPMG LLP as our U.K. statutory auditors under the U.K. Companies Act 2006 (to hold office from the conclusion of the Annual General Meeting of Shareholders until the conclusion of the next annual general meeting of shareholders at which accounts are laid before the Company).
4. To authorise the Audit Committee to determine our U.K. statutory auditors' remuneration.
5. To approve an Amendment to the Ensco 2012 Long-Term Incentive Plan and to approve the Performance-Based Provisions of the Plan pursuant to Internal Revenue Code Section 162(m).
6. To approve the Performance-Based Provisions of the Ensco 2005 Cash Incentive Plan pursuant to Internal Revenue Code Section 162(m).
7. A non-binding advisory vote to approve the Directors' Remuneration Report for the year ended 31 December 2014.
8. A non-binding advisory vote to approve the compensation of our named executive officers.
9. A non-binding advisory vote to approve the reports of the auditors and the directors and the U.K. statutory accounts for the year ended 31 December 2014 (in accordance with legal requirements applicable to U.K. companies).
10. To approve the disapplication of pre-emption rights.
- 11.