

Ensco plc
Form DEFA14A
April 05, 2011

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.

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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):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

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 24 May 2011.

VOTE DEADLINE - 23:59 New York City Time on 18 May 2011

Meeting Information

ENSCO PLC

ATTN: INVESTOR RELATIONS

500 NORTH AKARD STREET

SUITE 4300

DALLAS, TX 75201

Meeting Type: Annual Meeting
For holders as of: 31 March 2011
Date: 24 May 2011 **Time:** 8:00 a.m. London
Location: Ensco plc

6 Chesterfield Gardens

3rd Floor

London, W1J 5BQ,

United Kingdom

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

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 AND 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 (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 (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 10 May 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

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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 request a ballot to vote these shares.

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 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.

Voting Items

The Board of Directors recommends you vote FOR the resolutions in proposals 1 through 6 and 10 and for one year on proposal 11. The Board makes no recommendations with respect to proposals 7 through 9, other than to cast a vote on such proposals because it is precluded from making recommendations due to the directors' respective interests in the subject matter of each of the proposals:

1. An ordinary resolution to re-elect J. Roderick Clark as a Class III Director of Ensco plc for a term to expire at the annual general meeting of shareholders to be held in 2014.
2. An ordinary resolution to re-elect Daniel W. Rabun as a Class III Director of Ensco plc for a term to expire at the annual general meeting of shareholders to be held in 2014.
3. An ordinary resolution to re-elect Keith O. Rattie as a Class III Director of Ensco plc for a term to expire at the annual general meeting of shareholders to be held in 2014.
4. An ordinary resolution to ratify the Audit Committee's appointment of KPMG LLP as our U.S. independent registered public accounting firm for 2011.
5. An ordinary resolution to re-appoint KPMG Audit Plc as our U.K. statutory auditors under Companies Act 2006 (to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company).
6. An ordinary resolution to authorize the Audit Committee to determine our U.K. statutory auditors' remuneration.
7. A special resolution regarding the payment of Historic Dividends to shareholders to ratify and confirm the entry in the U.K. statutory accounts of Ensco plc for the year ended 31 December 2010 whereby distributable profits have been appropriated to the payment of Historic Dividends on 18 June 2010, 17 September 2010 and 17 December 2010.

8. A special resolution regarding the payment of Historic Dividends to shareholders to release any and all claims that Ensco plc may have against shareholders of record or ADS holders in respect of the Historic Dividends and to authorize an associated deed of release.
- 9.

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A special resolution regarding the payment of Historic Dividends to shareholders to release any and all claims that Ensco plc may have against its directors with respect to the payment of the Historic Dividends and to enter into an associated deed of release.

10. A non-binding advisory vote to approve the compensation of our named executive officers.
11. A non-binding advisory vote to conduct the non-binding advisory shareholder votes on compensation of our named executive officers every year, two years or three years.

