

PRIDE INTERNATIONAL INC  
Form 425  
February 07, 2011

Filed by Ensco plc  
Pursuant to Rule 425 of the Securities Act of 1933, as amended, and  
deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934, as amended  
Subject Company: Pride International, Inc.  
Commission File No: 001-13289

**TO:** All Dallas Based Employees

**FROM:** Mike Wiley

**DATE:** 7 February 2011

**SUBJECT:** Acquisition of Pride International

This morning, we announced an agreement to acquire Pride International. The acquisition is subject to shareholder approval, which we anticipate receiving during the second quarter. Also announced were our plans to relocate our Dallas office to Houston. The pending move to Houston reflects a strategic decision that will enable us to be closer to key customers, vendors and the industry in general. It will also enable us to expeditiously streamline and consolidate our operations with Pride.

While on one hand this is a time to celebrate Ensco's continued growth, we also recognize that it is a time of significant concern for employees who may be affected by the move to Houston. Over the next several months, we will be evaluating the needs of the combined organization and decisions will be reached regarding each of our employees in Dallas. Some employees will be asked to relocate to Houston and others will not be offered continued employment with the combined company. These decisions are very difficult and we fully recognize the sacrifice we are asking each of you and your families to make for our company. Additional details about the move to Houston will be communicated as soon as they are reached.

In an effort to assist those who are not offered continued employment, we have developed the attached severance plan. We will also provide outplacement services to further assist employees through an employment transition period. In return, we ask that employees continue to stay focused on their jobs and support the organization's efforts to smoothly consolidate in Houston.

The exact timing for the move to Houston has not been finalized; however, efforts will commence immediately upon shareholder approval. At this time, our best estimate is that the Dallas office will transition sometime around the end of the year.

Throughout the transition, we will continue to communicate in an honest and straightforward fashion. My door is always open and I will be pleased to answer any questions you may have.

Sincerely,  
Mike

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**Forward-Looking Statements**

*Statements included in this document regarding the consummation of the proposed transaction, benefits, expected synergies and other expense savings and operational and administrative efficiencies, opportunities, timing, expense and effects of the transaction, contemplated financing of the transaction, financial performance, accretion to earnings, revenue growth, future dividend levels, credit ratings or other attributes of the combined companies and other statements that are not historical facts, are forward-looking statements. Forward-looking statements include words or phrases such as anticipate, believe, contemplate, estimate, expect, intend, plan, project, could, should, will and words and phrases of similar import. These statements involve risks and uncertainties including, but not limited to, actions by regulatory authorities, rating agencies or other third parties, actions by the respective companies' security holders, costs and difficulties related to integration of acquired businesses, delays, costs and difficulties related to the transaction, market conditions, and the combined companies' financial results and performance, consummation of financing, satisfaction of closing conditions, ability to repay debt and timing thereof, availability and terms of any financing and other factors detailed in risk factors and elsewhere in each company's Annual Report on Form 10-K for the year ended December 31, 2009, and their respective other filings with the Securities and Exchange Commission (the "SEC"), which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. All information in this document is as of today. Except as required by law, both companies disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.*

**Important Additional Information Regarding The Transaction Will Be Filed With The SEC**

In connection with the proposed transaction, Ensco will file a registration statement including a joint proxy statement/prospectus of Ensco and Pride with the SEC. INVESTORS AND SECURITY HOLDERS OF ENSCO AND PRIDE ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS TO IT) WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. A definitive joint proxy statement/prospectus will be sent to security holders of Ensco and Pride seeking their approval of the proposed transaction. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other relevant documents filed by Ensco and Pride with the SEC from the SEC's website at [www.sec.gov](http://www.sec.gov). Security holders and other interested parties will also be able to obtain, without charge, a copy of the joint proxy statement/prospectus and other relevant documents (when available) by directing a request by mail or telephone to either Investor Relations, Ensco plc, 500 N. Akard, Suite 4300, Dallas, Texas 75201, telephone 214-397-3015, or Investor Relations, Pride International, Inc., 5847 San Felipe, Suite 3300, Houston, Texas 77057, telephone 713-789-1400. Copies of the documents filed by Ensco with the SEC will be available free of charge on Ensco's website at [www.enscoplc.com](http://www.enscoplc.com) under the tab Investors. Copies of the documents filed by Pride with the SEC will be available free of charge on Pride's website at [www.prideinternational.com](http://www.prideinternational.com) under the tab Investor Relations. Security holders may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC's website for further information on its public reference room. Ensco and Pride and their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of proxies from their respective security holders with respect to the transaction. Information about these persons is set forth in Ensco's proxy statement relating to its 2010 General Meeting of Shareholders and Pride's proxy statement relating to its 2010 Annual Meeting of Stockholders, as filed with the SEC on 5 April 2010 and 1 April 2010, respectively, and subsequent statements of changes in beneficial ownership on file with the SEC. Security holders and investors may obtain additional information regarding the interests of such persons, which may be different than those of the respective companies' security holders generally, by reading the joint proxy statement/prospectus and other relevant documents regarding the transaction, which will be filed with the SEC.

