

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): May 22, 2017

Enesco plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation)

1-8097
(Commission
File Number)

98-0635229
(I.R.S. Employer
Identification No.)

6 Chesterfield Gardens

London, England W1J 5BQ

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: 44 (0) 20 7659 4660

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined by Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers**

At the Annual General Meeting of Shareholders of Ensco plc (the "Company") held on May 22, 2017 (the "2017 Annual General Meeting"), the Company's shareholders approved the Fifth Amendment (the "Amendment") to the Ensco plc 2012 Long-Term Incentive Plan (as amended, the "Plan"). The Amendment authorizes an additional 4,500,000 Class A ordinary shares ("shares") for issuance under the Plan, bringing the total number of shares authorized for issuance under the Plan to 32,000,000. A description of the Plan, as modified by the Amendment, is set forth in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 31, 2017 (the "2017 Proxy Statement"). The description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Company held its 2017 Annual General Meeting in London, England on May 22, 2017 .

(b) There were 303,597,707 shares entitled to vote at the meeting based on the March 27, 2017 record date, of which 266,599,930 shares, or approximately 87.81%, were present and voting in person or by proxy. The following matters, detailed descriptions of which are contained in the 2017 Proxy Statement, were voted on at the meeting:

(1) To re-elect Directors to serve until the 2018 Annual General Meeting of Shareholders:

a. J. Roderick Clark

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
223,340,871	6,828,903	233,063	36,197,093

b. Roxanne J. Decyk

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
223,448,714	6,737,532	216,591	36,197,093

c. Mary E. Francis CBE

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
225,314,494	4,872,678	215,665	36,197,093

d. C. Christopher Gaut

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
189,997,854	40,179,934	225,049	36,197,093

e. Gerald W. Haddock

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
221,892,476	8,283,612	226,749	36,197,093

f. Francis S. Kalman

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
225,529,774	4,647,484	225,579	36,197,093

g. Keith O. Rattie

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
225,578,129	4,596,740	227,968	36,197,093

h. Paul E. Rowsey, III

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
221,842,128	8,341,408	219,301	36,197,093

i. Carl G. Trowell

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
225,527,312	4,611,118	264,407	36,197,093

(2) To ratify the Audit Committee's appointment of KPMG LLP (U.S.) as our U.S. independent registered public accounting firm for the fiscal year ending 31 December 2017:

:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
260,375,146	5,783,355	441,429	N/A

(3) To appoint KPMG LLP (U.K.) as our U.K. statutory auditors under the U.K. Companies Act 2006 (to hold office from the conclusion of the 2017 Annual General Meeting of Shareholders until the conclusion of the next Annual General Meeting of Shareholders at which accounts are laid before the Company):

:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
263,349,619	2,755,918	494,393	N/A

(4) To authorise the Audit Committee to determine our U.K. statutory auditors' remuneration:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
263,292,530	2,622,353	685,047	N/A

(5) To approve an Amendment to the Ensco 2012 Long-Term Incentive Plan:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
213,629,707	16,414,818	358,312	36,197,093

(6) To approve the Directors' Remuneration Policy:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
211,737,513	18,258,077	407,247	36,197,093

(7) A non-binding advisory vote to approve the Directors' Remuneration Report for the year ended 31 December 2016 (excluding the Directors' Remuneration Policy):

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
212,501,029	17,461,125	440,683	36,197,093

(8) A non-binding advisory vote to approve the compensation of our named executive officers:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
216,618,126	13,355,163	429,548	36,197,093

(9) A non-binding advisory vote on the frequency of the non-binding advisory shareholder votes on compensation of our named executive officers:

One Year	Two Years	Three Years	Votes Abstain	Broker Non-Votes
202,250,891	413,091	27,330,875	407,980	N/A

(10) 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 2016:

:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
228,540,465	577,014	1,285,358	36,197,093

(11) To authorise the Board of Directors to allot shares, the full text of which can be found in “Resolution 11” of the proxy statement:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
238,721,216	23,656,445	4,222,269	N/A

(12) To approve the general disapplication of pre-emption rights, the full text of which can be found in “Resolution 12” of the proxy statement:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
252,688,783	9,896,113	4,015,034	N/A

(13) To approve the disapplication of pre-emption rights in connection with an acquisition or specified capital investment, the full text of which can be found in “Resolution 13” of the proxy statement:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
246,106,317	16,659,706	3,833,907	N/A

(d) *Frequency of Shareholder Votes on Executive Compensation* . Consistent with the recommendation of the Board of Directors, the Company’s shareholders recommended, by advisory vote, a one-year frequency of future advisory votes on executive compensation. In accordance with these results and its previous recommendation, the Board of Directors determined that future advisory votes on executive compensation will be held every year until the next required advisory vote on the frequency of shareholder votes on the compensation of named executive officers, which the Company expects to hold no later than its 2023 Annual General Meeting of Shareholders.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fifth Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 24, 2017.

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 hereunto duly authorized.

Enscopl

Date: May 23, 2017

/s/ Michael T. McGuinty
Michael T. McGuinty
Senior Vice President - General Counsel and
Secretary

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<u>Exhibit No.</u>	<u>Description</u>
10.1	Fifth Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 24, 2017.

**FIFTH AMENDMENT
TO THE
ENSCO PLC
2012 LONG-TERM INCENTIVE PLAN**

THIS AMENDMENT is effective the 24 day of March 2017, by Ensco plc, having its principal office in London, England (hereinafter referred to as the “Company”).

WITNESSETH:

WHEREAS, the Company adopted the Ensco plc 2012 Long-Term Incentive Plan (the “Plan”) effective 1 January 2012;

WHEREAS, the Board of Directors of the Company, upon recommendation of the Executive Compensation Subcommittee of its Compensation Committee, has authorized and approved this Fifth Amendment to the Plan during a meeting held on 24 March 2017; and

WHEREAS, the Company now desires to adopt this Fifth Amendment to the Plan for the purpose of amending Section 5(a) of the Plan to increase the aggregate number of shares available for issuance under the Plan, such amendment to be subject to approval by the Company’s shareholders at the Annual General Meeting of Shareholders on 22 May 2017;

NOW, THEREFORE, in consideration of the premises and covenants herein contained, the Company hereby adopts the following Fifth Amendment to the Plan:

1. Section 5(a) of the Plan is hereby amended and restated in its entirety to read as set forth below, subject to approval by the Company’s shareholders at the Annual General Meeting of Shareholders on 22 May 2017.

(a) **Basic Limitation.** Subject to adjustment pursuant to Section 11, the aggregate number of Shares that are available for issuance under this Plan shall not exceed 32 million (32,000,000) Shares (the “Plan Maximum”), reduced by the total number of Shares subject to any awards granted under the 2005 LTIP during the period commencing on 1 January 2012 and ending on the date of the 2012 Annual Meeting (the “Pre-Effective Period”). Any Shares that are subject to Awards of Options, whether granted under this Plan or the 2005 LTIP during the Pre-Effective Period, shall be counted against the Plan Maximum as one (1) Share for every one (1) Share granted. Any Shares that are subject to Awards other than Options, whether granted under this Plan or the 2005 LTIP during the Pre-Effective Period, shall be counted against the Plan Maximum as two (2) Shares for every one (1) Share granted. The Committee shall not issue more Shares than are available for issuance under this Plan. The number of Shares that are subject to unexercised Options at any time under this Plan shall not exceed the number of Shares that remain available for issuance under this Plan. The Company, during the term of this Plan, shall at all times reserve and keep available sufficient Shares to satisfy the requirements of this Plan. Shares shall be deemed to have been issued under this Plan only to the extent actually issued and delivered pursuant to an Award; provided, however, in no event shall any Shares that have been subject to Options, Restricted Share Awards or Restricted Share Unit

Awards be returned to the number of Shares available under the Plan Maximum for distribution in connection with future Awards by reason of such Shares (i) being withheld, if permitted under Section 3(b)(xii) and Section 6(f)(ii), from the total number of Shares to be issued upon the exercise of Options as payment of the Exercise Price of such Options, or (ii) being withheld or surrendered, if permitted under Section 3(b)(xiii) and Section 10(c), from the total number of Shares to be issued upon the exercise of Options, the vesting of any Restricted Share Awards, the settlement of any Restricted Share Unit Awards or the settlement of any Performance Unit Awards to meet the withholding obligations related to such exercises, vesting and settlement. Nothing in this Section 5(a) shall impair the right of the Company to reduce the number of outstanding Shares pursuant to repurchases, redemptions, or otherwise; provided, however, that no reduction in the number of outstanding Shares shall (i) impair the validity of any outstanding Award, whether or not that Award is fully vested, exercisable, or earned and payable or (ii) impair the status of any Shares previously issued pursuant to an Award as duly authorized, validly issued, fully paid, and nonassessable. The Shares to be delivered under this Plan shall be made available from (a) newly allotted and issued Shares, including any Shares held in reserve by any Subsidiary or (b) Shares that are held in an employee benefit trust, in each situation as the Committee may determine from time to time in its sole discretion.

IN WITNESS WHEREOF, the Company, acting by and through its duly authorized officers, has caused this Fifth Amendment to be executed effective as first above written.

EnSCO plc

/s/ Michael T. McGuinty

By: Michael T. McGuinty

Its: Senior Vice President, General Counsel and Secretary