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 29, 2017**

Ensco plc

(Exact name of registrant as specified in charter)

England and Wales (State or other jurisdiction of incorporation)	**98-0635229** (I.R.S. Employer Identification No.)

1-8097
(Commission File No.)

6 Chesterfield Gardens
London, England W1J 5BQ
(Address of Principal Executive Offices)
(Zip Code)

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

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. ☐

Item 7.01 Regulation FD Disclosure.

On May 30, 2017 Ensco plc (the " ***Company*** ") and Atwood Oceanics, Inc. (" ***Atwood*** ") issued a press release announcing their entry into a definitive merger agreement pursuant to which a wholly owned subsidiary of the Company will merge with and into Atwood, with Atwood surviving the merger and becoming a wholly owned subsidiary of the Company (the " ***Merger*** "). Under the terms of the merger agreement, at the effective time of the Merger, each Atwood shareholder will receive 1.60 shares of the Company's Class A ordinary shares for each share of Atwood common stock owned by such shareholder. The press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

On May 30, 2017, the Company posted to its corporate website an investor presentation related to the merger, which is included as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and the attached Exhibit 99.1 and Exhibit 99.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 8.01 Other Events.

To the extent required, the information included in Item 7.01 of this Current Report on Form 8-K is incorporated into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated May 30, 2017
99.2	Investor Presentation dated May 30, 2017

Additional Information and Where You Can Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger between the Company and Atwood will be submitted to the respective shareholders of the Company and Atwood for their consideration.

In connection with the proposed merger, the Company will file a registration statement on Form S-4, including a joint proxy statement/prospectus of the Company and Atwood, with the Securities and Exchange Commission (the "SEC"). INVESTORS AND SECURITY HOLDERS OF THE COMPANY AND ATWOOD ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER, THE PARTIES TO THE MERGER AND THE RISKS ASSOCIATED WITH THE MERGER. A definitive joint proxy statement/prospectus will be sent to security holders of the Company and Atwood seeking their approval of the proposed merger connection with the Company and Atwood shareholder meetings. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other relevant documents filed by the Company and Atwood with the SEC from the SEC's website at 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, 5847 San Felipe, Suite 3300, Houston, Texas 77057, telephone 713-430-4607, or Investor Relations, Atwood Oceanics, Inc., 15011 Katy Freeway, Suite 800, Houston, Texas 77094, telephone 281-749-7840. Copies of the documents filed by the Company with the SEC will be available free of charge on Ensco's website at www.enscoplc.com under the tab "Investors." Copies of the documents filed by Atwood with the SEC will be available free of charge on Atwood's website at www.atwd.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.

Participants in the Solicitation

The Company and Atwood 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 the Company's proxy statement relating to its 2017 General Meeting of Shareholders and Atwood's proxy statement relating to its 2017 Annual Meeting of Shareholders, as filed with the SEC on March 31, 2017 and January 9, 2017, 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.

Cautionary Note Regarding Forward-Looking Statements

Statements included in this communication regarding the Company and Atwood and the proposed merger and statements that are not historical facts are forward-looking statements (including within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended). Forward-looking statements include words or phrases such as "anticipate," "believe," "contemplate," "estimate," "expect," "intend," "plan," "project," "could," "may," "might," "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 Atwood, delays, costs and difficulties related to the transaction, market conditions and the Company's financial results and performance following the completion of the merger, satisfaction of closing conditions, ability to repay debt and timing thereof, availability and terms of any financing and other factors detailed in the risk factors section and elsewhere in the Company's and Atwood's Annual Report on Form 10-K for the year ended December 31, 2016 and September 30, 2016, respectively, and their respective other filings with the SEC, which are available on the SEC's website at 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 the Company and Atwood disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Service of Process

The Company is incorporated under the laws of England and Wales. In addition, some of its officers and directors reside outside the United States, and some or all of its assets are or may be located in jurisdictions outside the United States. Therefore, investors may have difficulty effecting service of process within the United States upon those persons or recovering against the Company or its officers or directors on judgments of United States courts, including judgments based upon the civil liability provisions of the United States federal securities laws. It may not be possible to sue the Company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

SIGNATURES

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.

Ensco plc

Date: May 30, 2017

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated May 30, 2017
99.2	Investor Presentation dated May 30, 2017

Exhibit 99.1

Ensco plc to Acquire Atwood Oceanics, Inc.

Strengthens Position as Leading Offshore Driller
Adds High-Quality Portfolio of Floater and Jackup Assets
$65 Million of Annual Expense Synergies Anticipated from Transaction
Complementary Fleet Composition and Geographic Presence
Largest Customer Base of Any Offshore Driller
Well Capitalized with Adjusted Combined Liquidity of $3.9 Billion

London & Houston — 30 May 2017 — Ensco plc (NYSE: ESV) and Atwood Oceanics, Inc. (NYSE: ATW) jointly announced today that they have entered into a definitive merger agreement under which Ensco will acquire Atwood in an all-stock transaction. The definitive merger agreement was unanimously approved by each company's board of directors.

Under the terms of the merger agreement, Atwood shareholders will receive 1.60 shares of Ensco for each share of Atwood common stock for a total value of $10.72 per Atwood share based on Ensco's closing share price of $6.70 on 26 May 2017. This represents a premium of approximately 33% to Atwood's closing price on the same date. Upon close of the transaction, Ensco and Atwood shareholders will own approximately 69% and 31%, respectively, of the outstanding shares of Ensco plc. There are no financing conditions for this transaction.

Ensco expects to realize annual pre-tax expense synergies of approximately $65 million for full year 2019 and beyond. The combination is expected to be accretive on a discounted cash flow basis.

Ensco Chief Executive Officer Carl Trowell said, "The combination of Ensco and Atwood will strengthen our position as the leader in offshore drilling across a wide range of water depths around the world — creating a broad platform that we can build upon in the future. This acquisition significantly enhances our high-specification floater and jackup fleets, adding technologically advanced drillships and semisubmersibles, and refreshing our premium jackup fleet to best position ourselves for the market recovery. We believe that the purchase price for these assets represents a compelling value to our shareholders, which is augmented further by expected synergies from the transaction."

Mr. Trowell added, "By bringing together our high-specification rig fleets, technology and innovation, and talented rig crews, we plan to continue delivering high levels of operational and safety performance to an even larger group of clients. We will remain one of our industry's best capitalized companies. Our combined financial strength, diverse customer base and larger scale should lead to greater strategic and competitive advantages as well as cost efficiencies, allowing for opportunistic investments through the market cycle."

Atwood's Chief Executive Officer Rob Saltiel stated, "The combination is an ideal strategic fit. Both companies are passionate about operational excellence, safety and customer satisfaction with core values and cultures that are perfectly aligned. We believe the combined company will offer an unmatched rig fleet and workforce. These attributes, anchored by a strong balance sheet, should enable the company to thrive as market conditions improve and allow Atwood shareholders to fully participate in the market recovery."

Strategic Fit

The transaction will join two leading offshore drillers — combining long-established histories of operational, safety and technical expertise with high-quality assets that cover the world's most prolific offshore drilling basins.

The acquisition will strengthen Ensco's position as the leading offshore driller with exposure to deep- and shallow-water markets that span six continents. Upon closing, Ensco will add six ultra-deepwater floaters, including four of the most capable drillships in the industry, and five high-specification jackups. The combined company will have a fleet of 63 rigs, comprised of ultra-deepwater drillships, versatile deep- and mid-water semisubmersibles and shallow-water jackups, along with a diverse customer base of 27 national oil companies, supermajors and independents.

Combined Company Highlights

The combined company's fleet will be among the most technologically advanced in the industry and will meet the deep- and shallow-water drilling requirements of an expanded base of clients around the world. Within the fleet of 26 floating rigs (semisubmersibles and drillships) are 21 ultra-deepwater drilling rigs, capable of drilling in water depths of 7,500' or greater, with an average age of five years — establishing this fleet among the youngest and most capable in the industry.

The jackup fleet will be the largest in the world, composed of 37 rigs, including 27 premium units. These jackups are all equipped with many of the advanced features requested by clients for shallow-water drilling programs, such as increased leg length, expanded cantilever reach, greater hoisting capacity and offline handling capabilities.

The combined company will be among the most geographically diverse drillers with current operations and drilling contracts spanning six continents in nearly every major deep- and shallow-water basin around the world. Regions will include major markets such as the Gulf of Mexico, Brazil, West Africa, Middle East, North Sea, Mediterranean and Asia Pacific.

Customers will include most of the leading national and international oil companies, plus many independent operators. In total, the combined company will benefit from a diversified client base with the largest number of current customers of any offshore driller.

Ensco's executive management will continue with Carl Trowell as President and Chief Executive Officer, Carey Lowe as Executive Vice President and Chief Operating Officer, and Jon Baksht as Senior Vice President and Chief Financial Officer.

Ensco plc's Chairman will continue to be Paul Rowsey and the board of directors will include Carl Trowell, plus two members from Atwood's current board effective at closing.

Ensco will continue to be domiciled in the UK and senior executive officers will be located in London and Houston. Ensco plc shares will continue to trade on the New York Stock Exchange under the symbol "ESV".

Financial Highlights

Future revenue growth opportunities are anticipated with an expanded fleet serving a larger customer base across a wide geographic footprint. While current market conditions are challenging, Ensco will be ideally positioned to meet increasing levels of customer demand as the market recovers.

Annual expense savings of $65 million are estimated to be realized in full year 2019 and beyond, and 2018 cost synergies are projected to be more than $45 million. Expense savings are anticipated from the consolidation of offices that include corporate staff departments and shore-based operations in overlapping markets, as well as the standardization of systems, policies and procedures across the organization.

Based on the anticipated annual savings, the planned combination is expected to be accretive on a discounted cash flow basis.

The balance sheet of the combined company will remain strong. Adjusted for the expected retirement of Atwood's outstanding revolving credit facility with cash and short-term investments on hand, total available liquidity was $3.9 billion on 31 March 2017 and included $1.6 billion of cash and short-term investments.

The estimated enterprise value of the combined company is $6.9 billion, based on the closing price of each company's shares on 26 May 2017. The combined company will have approximately $3.7 billion in revenue backlog.

Conditions and Timing

The transaction is subject to approval by the shareholders of Ensco and Atwood, as well as other customary closing conditions. The transaction is not subject to any financing conditions. Ensco and Atwood intend to file a joint proxy statement/prospectus with the Securities and Exchange Commission as soon as possible. The companies anticipate that the transaction could close as soon as calendar third quarter 2017.

Advisors

Morgan Stanley & Co. LLC is lead financial advisor to Ensco. DNB Markets, part of DNB Bank ASA and HSBC Securities (USA) Inc. also provided financial advice to Ensco. Ensco's legal advisor is Latham Watkins LLP. The financial advisor for Atwood is Goldman Sachs & Co. LLC and its legal advisor is Gibson, Dunn & Crutcher LLP.

Conference Call/Webcast

Ensco and Atwood will conduct a conference call to discuss the proposed acquisition today at 10:00 a.m. CDT (11:00 a.m. EDT and 4:00 p.m. London time). The call will be webcast live at www.enscoplc.com and www.atwd.com. Alternatively, callers may dial 1-855-239-3215 within the United States or +1-412-542-4130 from outside the U.S. Please ask for the Ensco conference call. It is recommended that participants call 20 minutes ahead of the scheduled start time. Callers may avoid delays by pre-registering to receive a dial-in number and PIN at http://dpregister.com/10108374.

Shortly before the conference call begins, slides will be posted under the investor relations sections of each company's website that will be referred to during the call.

A webcast replay and transcript of the call will be available within 36 hours at www.enscoplc.com and www.atwd.com. A replay will also be available by phone for six days after the call by dialling 1-877-344-7529 within the United States or +1-412-317-0088 from outside the U.S. (conference ID 10108374).

ABOUT ENSCO

Ensco plc (NYSE: ESV) brings energy to the world as a global provider of offshore drilling services to the petroleum industry. For more than 29 years, the company has focused on operating safely and going beyond customer expectations. Ensco is ranked first in total customer satisfaction in the latest independent survey by EnergyPoint Research — the seventh consecutive year that Ensco has earned this distinction. Operating one of the newest ultra-deepwater rig fleets and a leading premium jackup fleet, Ensco has a major presence in the most strategic offshore basins across six continents. Ensco plc is an English limited company (England No. 7023598) with its corporate headquarters located at 6 Chesterfield Gardens, London W1J 5BQ. To learn more, visit our website at www.enscoplc.com.

ABOUT ATWOOD

Atwood Oceanics, Inc. (NYSE:ATW) is a leading offshore drilling company engaged in the drilling and completion of exploration and development wells for the global oil and gas industry. The Company currently owns 9 mobile offshore drilling units and is constructing two ultra-deepwater drillships. The Company was founded in 1968 and is headquartered in Houston, Texas. For more information about the Company, please visit www.atwd.com.

Forward-Looking Statements

Statements included in this release regarding the proposed transaction, benefits, expected synergies and other expense savings and operational and administrative efficiencies, opportunities, timing, expense and effects of the transaction, financial performance, accretion to discounted cash flows, revenue growth, future dividend levels, credit ratings or other attributes of Ensco plc ("Ensco") following the completion of the transaction and other statements that are not historical facts, are forward-looking statements (including within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended). Forward-looking statements include words or phrases such as "anticipate," "believe," "contemplate," "estimate," "expect," "intend," "plan," "project," "could," "may," "might," "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 Atwood Oceanics, Inc. ("Atwood"), delays, costs and difficulties related to the transaction, market conditions, and Ensco's financial results and performance following the completion of the transaction, satisfaction of closing conditions, ability to repay debt and timing thereof, availability and terms of any financing and other factors detailed in the risk factors section and elsewhere in Ensco's and Atwood's Annual Report on Form 10-K for the year ended December 31, 2016 and September 30, 2016, respectively, 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. 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 release is as of today. Except as required by law, both Ensco and Atwood 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 on Form S-4, including a joint proxy statement/prospectus of Ensco and Atwood, with the SEC. INVESTORS AND SECURITY HOLDERS OF ENSCO AND ATWOOD ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) WHEN THEY BECOME AVAILABLE BECAUSE THEY 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 Atwood in connection with the Ensco and Atwood shareholder meetings. 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 Atwood with the SEC from the SEC's website at 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, 5847 San Felipe, Suite 3300, Houston, Texas 77057, telephone 713-430-4607, or Investor Relations, Atwood Oceanics, Inc., 15011 Katy Freeway, Suite 800, Houston, Texas 77094, telephone 281-749-7840. Copies of the documents filed by Ensco with the SEC will be available free of charge on Ensco's website at www.enscoplc.com under the tab "Investors." Copies of the documents filed by Atwood with the SEC will be available free of charge on Atwood's website at www.atwd.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.

Participants in the Solicitation

Ensco and Atwood 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 2017 General Meeting of Shareholders and Atwood's proxy statement relating to its 2017 Annual Meeting of Shareholders, as filed with the SEC on 31 March 2017 and 9 January 2017, 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.

No Offer or Solicitation

This release is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the

laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Service of Process

Ensco is incorporated under the laws of England and Wales. In addition, some of its officers and directors reside outside the United States, and some or all of its assets are or may be located in jurisdictions outside the United States. Therefore, investors may have difficulty effecting service of process within the United States upon those persons or recovering against Ensco or its officers or directors on judgments of United States courts, including judgments based upon the civil liability provisions of the United States federal securities laws. It may not be possible to sue Ensco or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

Investor and Media Contact(s):

Ensco plc
Nick Georgas
Director — Investor Relations and Communications
713-430-4607

Ensco plc
Tim Richardson
Manager — Investor Relations
713-430-4490

Atwood Oceanics, Inc.
Mark W. Smith
Senior Vice President and Chief Financial Officer
281-749-7840

Exhibit 99.2

ENSCO

AtwoodOceanics

Strengthening the Offshore Driller of Choice

May 30, 2017

Forward-Looking Statements

Statements included in this presentation regarding the proposed transaction, benefits, expected synergies and other expense savings and operational and administrative efficiencies, opportunities, timing, expense and effects of the transaction, financial performance, accretion to discounted cash flows, revenue growth, future dividend levels, credit ratings or other attributes of Ensco plc ("Ensco") following the completion of the transaction and other statements that are not historical facts, are forward-looking statements (including within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended). Forward-looking statements include words or phrases such as "anticipate," "believe," "contemplate," "estimate," "expect," "intend," "plan," "project," "could," "may," "might," "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 Atwood Oceanics, Inc. ("Atwood"), delays, costs and difficulties related to the transaction, market conditions, and Ensco's financial results and performance following the completion of the transaction, satisfaction of closing conditions, ability to repay debt and timing thereof, availability and terms of any financing and other factors detailed in the risk factors section and elsewhere in Ensco's and Atwood's Annual Report on Form 10-K for the year ended December 31, 2016 and September 30, 2016, respectively, 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. 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 presentation is as of today. Except as required by law, both Ensco and Atwood 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 on Form S-4, including a joint proxy statement/prospectus of Ensco and Atwood, with the SEC. INVESTORS AND SECURITY HOLDERS OF ENSCO AND ATWOOD ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) WHEN THEY BECOME AVAILABLE BECAUSE THEY 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 Atwood in connection with the Ensco and Atwood shareholder meetings. 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 Atwood with the SEC from the SEC's website at 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, 5847 San Felipe, Suite 3300, Houston, Texas 77057, telephone 713-430-4607, or Investor Relations, Atwood Oceanics, Inc., 15011 Katy Freeway, Suite 800, Houston, Texas 77094, telephone 281-749-7840. Copies of the documents filed by Ensco with the SEC will be available free of charge on Ensco's website at www.enscoplc.com under the tab "Investors." Copies of the documents filed by Atwood with the SEC will be available free of charge on Atwood's website at www.atwd.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.

Participants in the Solicitation

Ensco and Atwood 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 2017 General Meeting of Shareholders and Atwood's proxy statement relating to its 2017 Annual Meeting of Shareholders, as filed with the SEC on 31 March 2017 and 9 January 2017, 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.

No Offer or Solicitation

This presentation is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Service of Process

Ensco is incorporated under the laws of England and Wales. In addition, some of its officers and directors reside outside the United States, and some or all of its assets are or may be located in jurisdictions outside the United States. Therefore, investors may have difficulty effecting service of process within the United States upon those persons or recovering against Ensco or its officers or directors on judgments of United States courts, including judgments based upon the civil liability provisions of the United States federal securities laws. It may not be possible to sue Ensco or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

Transaction Summary

Transaction Summary	
Transaction Structure	• All-Stock Transaction
Terms	• 1.60 newly-issued Ensco shares per Atwood share • Implies $10.72 total value per share of Atwood as of May 26, 2017 • Implied pro forma ownership of ~69% to Ensco shareholders and ~31% to Atwood shareholders
Leadership	• Ensco's senior executive leadership team and board will continue • Two members from Atwood's current board will join Ensco's board
Domicile	• Pro forma Ensco will remain domiciled in the UK • Senior executive officers will be located in London and Houston
Shareholder Value	• ~$65 million of expected pre-tax annual expense synergies • Combination is projected to be accretive on a discounted cash flow basis

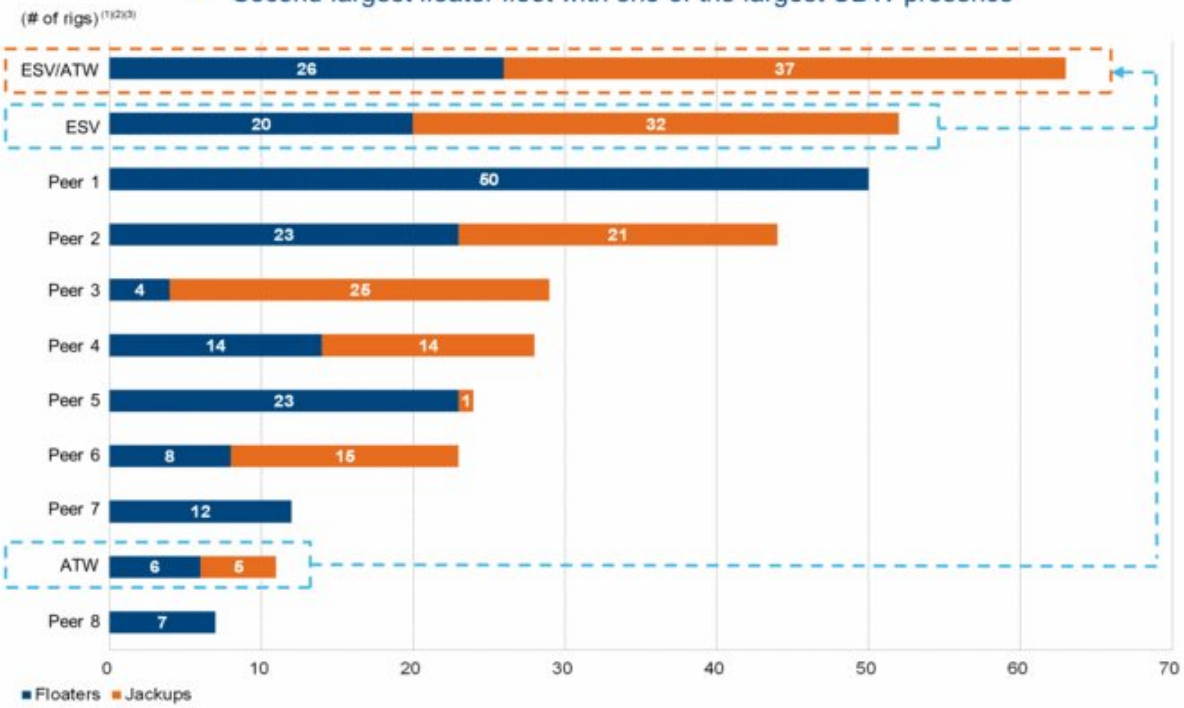
ENSCO

Compelling Strategic Rationale

- ✓ Acquisition strengthens position as the offshore driller of choice
- ✓ Adds high-quality portfolio of floater and jackup assets
- ✓ Significant value uplift from expected synergies
- ✓ Enhanced global footprint with access to key offshore markets
- ✓ Expands broad customer base with diversified exposure and minimal overlap
- ✓ Combination of two of the best operators in the industry
- ✓ Well-capitalized pro forma company with strong liquidity position

Acquisition Strengthens Leading Offshore Drilling Fleet

- ✓ Balanced exposure to deep- & shallow-water markets
- ✓ Largest jackup fleet, including 27 premium jackups
- ✓ Second largest floater fleet with one of the largest UDW presence



Source: Company Filings

[1] Includes rigs under construction

[2] Peer set includes: Diamond Offshore, Maersk Drilling (excl. accommodation units), Noble Corporation, Ocean Rig, Pacific Drilling, Rowan Companies, Seadrill Limited (excl. non-consolidated rigs), and Transocean

[3] Rig counts pro forma for announced planned retirements and sales/purchase

High-Quality Asset Base

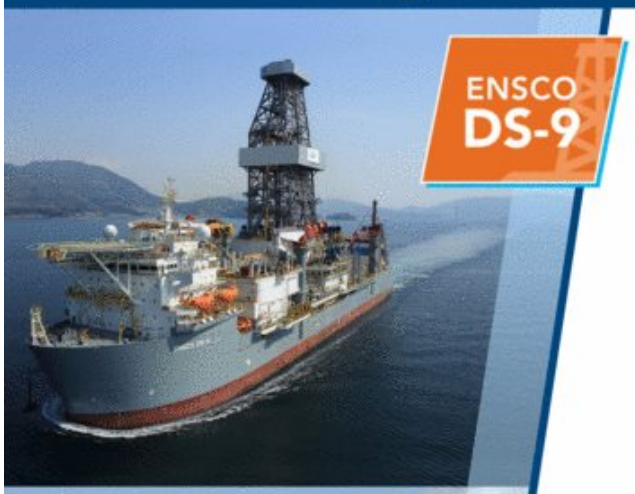
Diverse fleet capable of meeting a broad spectrum of customers' well program requirements

	Best-in-Class Ultra-Deepwater Drillships	Versatile Semisubmersibles	Shallow-Water Jackups
ENSCO	8	12	32
	4	2	5
ESV/ATW	**12**	**14**	**37**

Source: Company Filings

[1] Includes rigs under construction, excludes managed rigs and rigs announced for retirement

Best-in-Class Ultra-Deepwater Drillships



Technical Specifications

- Capable of drilling in up to 10,000′ of water
- 40,000′ total drilling depth
- Dual 7 Ram BOPs
- Dual Derricks – 2.5 million lbs.
- Fully Retractable Thrusters

2 *Additional Drillships with Similar Designs*

Technical Specifications

- Capable of drilling in up to 12,000′ of water
- 40,000′ total drilling depth
- Dual 7 Ram BOPs
- Dual Derricks – 2.5 million lbs.
- 23,000m/T Variable Deck Load

3 *Additional Drillships with Similar Designs*

Estimated Synergies to Unlock Value

Potential Areas of Synergy Creation

- ✓ G&A Cost Optimization
- ✓ Operations and Unit Support Cost Efficiencies
- ✓ Insurance Premium Reduction
- ✓ Supply Chain Savings
- ✓ Fleet Management Optimization

- ~$65 million of expected pre-tax annual expense synergies
  - Run-rate synergies expected to materialize by 2019
  - 2018 cost synergies are projected to exceed $45 million

Source: Company Analysis

Diverse Global Footprint

Expanded Opportunities Across Multiple Geographies & Markets

Source: Company Filings

Broad, Diversified Customer Base With Minimal Overlap

Ensco

~70% *Of Public Customers are Investment Grade* [1]

Atwood

~75% *Of Public Customers are Investment Grade* [2]

Clear Leader in Customer Satisfaction

7 Consecutive Years Ranked #1 in Total Satisfaction Among Offshore Drillers

Combined Won 13 of 18 Categories in 2016, including: [3]

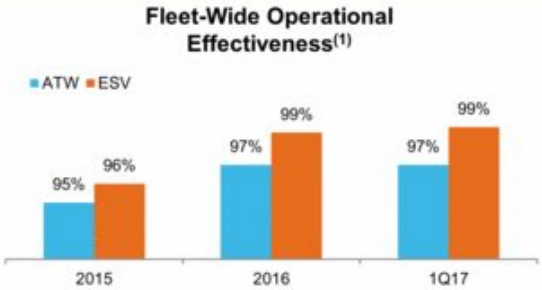
- Total Satisfaction
- Health, Safety & Environment
- Performance & Reliability
- Job Quality
- Ultra-Deepwater Wells
- Deepwater Wells
- Shelf Wells
- Special Applications
- Horizontal & Directional Wells
- U.S. Gulf of Mexico
- Latin America & Mexico
- Middle East & North Africa
- Sub-Saharan Africa

Source: Company Filings, Bloomberg

[1] Excludes seven private company customers; includes future contracted customers
[2] Excludes one private company customer; includes future contracted customers
[3] 2016 Oilfield Products & Services Customer Satisfaction Survey; Conducted by EnergyPoint Research, the annual survey is the industry benchmark for customer satisfaction in the global oilfield. Out of the above won categories, Atwood Oceanics won in U.S. Gulf of Mexico, while Ensco won in the twelve other listed categories

Combination of Two of the Best Operators in the Industry

Continued Improvements in Operational Performance



Consistently Outperforming Industry Safety Benchmarks

Shared Focus on Operational Excellence & Safety

- Investments in processes and systems to improve asset uptime and efficiency drove 80% improvement year to year in subsea equipment-related downtime during 2016
- Expanding intellectual property library to further improve the drilling process and filed 25 patents since 2015
- Achieved new company record for safety performance last year

- Modern rigs offer significant off-line capabilities that reduce non-productive time for clients
- More than 2.5 years and 10 million man hours without a Lost Time Injury through calendar 1Q17

Source: Company Filings, IADC Industry Statistics

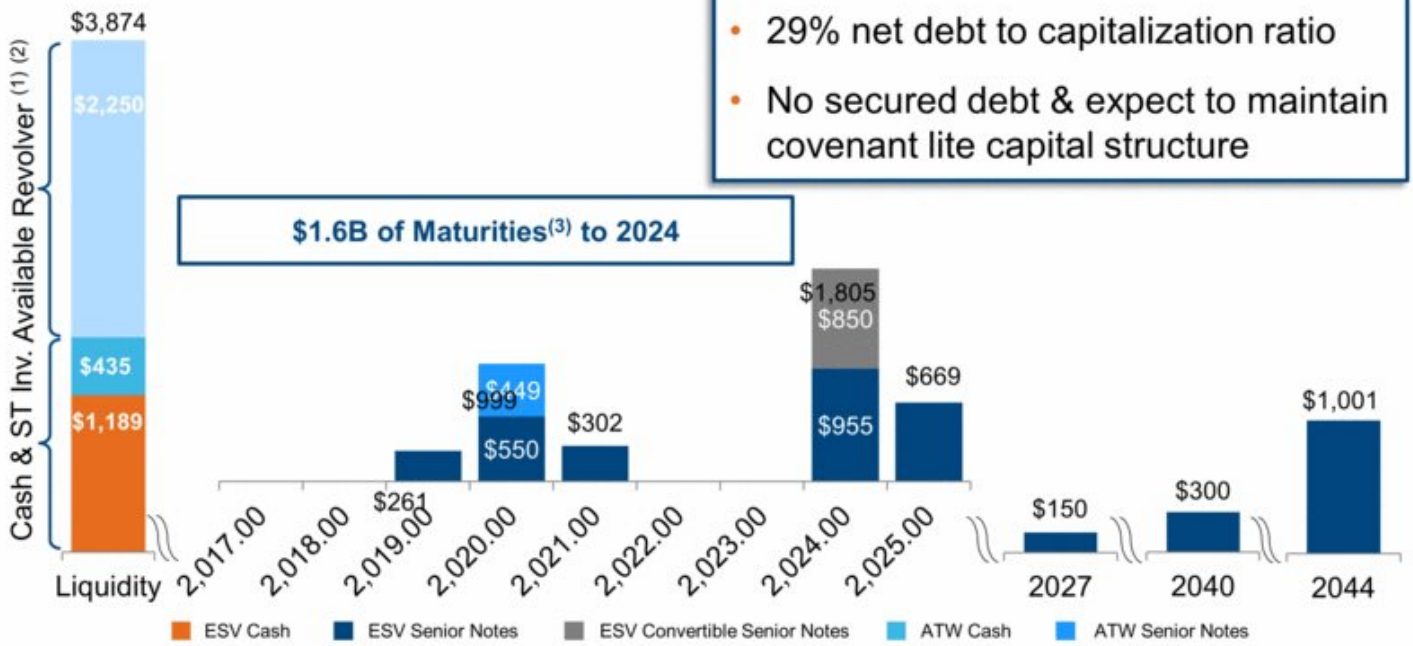
[1] ESV metrics show reported "Operational Utilization," ATW metrics show reported "Revenue Efficiency" adjusted for a calendar year convention
[2] ATW metrics show reported "Lost Time Incident Rate" adjusted for a calendar year convention

Manageable debt maturities in light of strong liquidity position

$ millions

Pro Forma Balance Sheet Highlights[1]

- $3.7B of contracted revenue backlog
- 29% net debt to capitalization ratio
- No secured debt & expect to maintain covenant lite capital structure



Source: Company Filings

[1] Pro Forma balance sheet highlights are as of March 31, 2017. Net debt to capitalization ratio reflects a $2.5 billion reduction to pro forma shareholder's equity, assuming the retirement of $3.4 billion of Atwood's shareholder's equity and the issuance of $0.9 billion of Ensco equity. After giving effect to retirement of $850 million of Atwood's outstanding revolving credit facility balance with a portion of Ensco's cash on hand

[2] Assumes Ensco's revolving credit facility remains for the pro forma company

[3] As of March 31, 2017. After giving effect to retirement of Atwood's outstanding revolving credit facility balance and Ensco's open market repurchases of approximately $35 million aggregate principal amount of senior notes during April 2017

Next Steps

Regulatory

- Antitrust filings
- Other customary regulatory approvals

Approvals / Closing

- Ensco and Atwood shareholder votes
- Anticipate closing: third quarter 2017

ENSCO

Vision Forward

- Retain strategic focus on both deep- and shallow-water segments of the market
- Utilize combined high-specification asset footprint to preserve leadership position in offshore drilling market
- Leverage proven operating systems and continue to deliver best-in-class drilling services
- Enhance performance through use of technology and growing intellectual property library
- Preserve flexibility to navigate industry cyclicality through prudent financial management
- Utilize platform to differentiate pro forma company from competition

The pro forma company is positioned to meet higher levels of customer demand and capitalize on the offshore drilling recovery

ENSCO

Go Beyond