
**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): **October 5, 2017**

Enscopl

(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 5.07 Submission of Matters to a Vote of Security Holders.

On October 5, 2017, Enco plc (“*Enco*”) held a general meeting of shareholders (the “*General Meeting*”) to vote on the proposals described below. At the close of business on August 23, 2017, the record date for the General Meeting, there were 303,979,543 Class A ordinary shares, nominal value \$0.10 per share (the “*Enco Class A ordinary shares*”), of Enco outstanding and entitled to vote. Holders of 233,735,378 Class A ordinary shares, representing a like number of votes, were present at the General Meeting, either in person or by proxy. Set forth below are the voting results from the General Meeting.

Resolution 1: To authorize, in addition to all subsisting authorities, the allotment and issuance of Enco Class A ordinary shares to shareholders of Atwood Oceanics, Inc. (“*Atwood*”), pursuant to the Agreement and Plan of Merger, dated as of May 29, 2017, by and among Enco, Echo Merger Sub LLC, a wholly owned subsidiary of Enco (“*Merger Sub*”), and Atwood (the “*Merger Agreement*”), which provides for, among other things, the merger of Merger Sub with and into Atwood (the “*Merger*”), with Atwood surviving the Merger as a wholly owned subsidiary of Enco. The approval of this ordinary resolution required a majority of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
152,132,178	79,386,595	2,216,605	N/A

Resolution 2: To authorize, in addition to all subsisting authorities, the allotment and issuance up to a nominal amount of Enco Class A ordinary shares, which, together with the nominal amount of shares of Enco authorized to be allotted and issued pursuant to paragraph (A) of resolution 11 passed at the annual general meeting of Enco shareholders held on May 22, 2017 (the “*Enco 2017 Annual General Meeting*”), represents approximately 33% of the expected enlarged share capital of Enco immediately following the completion of the Merger, and up to a further same nominal amount of Enco Class A ordinary shares in connection with a pre-emptive offering of shares. The approval of this ordinary resolution required a majority of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
195,525,639	35,748,382	2,461,357	N/A

Resolution 3: To authorize, in addition to all subsisting authorities, the allotment and issuance up to a nominal amount of Enco Class A ordinary shares for cash on a non-pre-emptive basis, which, together with the nominal amount of shares in Enco authorized to be allotted and issued for cash on a non-pre-emptive basis pursuant to resolution 12 passed at the Enco 2017 Annual General Meeting, represents approximately 5% of the expected enlarged share capital of Enco immediately following the completion of the Merger. The approval of this special resolution required at least 75% of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
195,927,898	35,156,621	2,650,859	N/A

Resolution 4: To authorize, in addition to all subsisting authorities, the allotment and issuance up to a nominal amount of Enco Class A ordinary shares for cash on a non-pre-emptive basis, which, together with the nominal amount of shares in Enco authorized to be allotted and issued for cash on a non-pre-emptive basis pursuant to resolution 13 passed at the Enco 2017 Annual General Meeting, represents approximately 5% of the expected enlarged share capital of Enco immediately following the completion of the Merger. The approval of this special resolution required at least 75% of the votes cast to be cast in favor thereof.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>	<u>Broker Non-Votes</u>
167,454,374	63,645,850	2,635,154	N/A

These proposals are described in more detail in the proxy statement/prospectus, dated August 18, 2017, filed by Enesco with the Securities and Exchange Commission on August 18, 2017. No other resolutions were submitted to a vote of holders of Class A ordinary shares at the General Meeting.

Item 7.01 Regulation FD Disclosure.

On October 5, 2017, Enesco issued a press release announcing the approval of the Merger by Enesco's shareholders. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated October 5, 2017.

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.

Enscopl

Date: October 5, 2017

/s/ Michael T. McGuinty

Michael T. McGuinty

Senior Vice President - General Counsel and Secretary

Enesco plc Shareholders Approve Acquisition of Atwood Oceanics

LONDON, 5 Oct. 2017 — Enesco plc (NYSE: ESV) (“Enesco” or the “Company”) announced today that Enesco shareholders voted to approve the allotment and issuance of Enesco Class A ordinary shares to shareholders of Atwood Oceanics, Inc. (“Atwood”) in connection with the all-stock acquisition of Atwood at the Company’s general meeting of shareholders on 5 October 2017. The final results of the general meeting of shareholders held today indicate that 65% of the shares cast at the meeting voted in favor of this proposal.

Carl Trowell, Enesco’s President and Chief Executive Officer, said, “We are extremely pleased that Enesco shareholders recognized the strategic and financial merits of our combination with Atwood. This transaction is a significant milestone for Enesco as we continue to execute our strategic plan to emerge from the market downturn as the clear leader in the offshore drilling sector. By acquiring Atwood at a pivotal time in the market cycle, we are purchasing high-quality assets at compelling prices as values for the highest-specification assets are at a critical inflection point. Additionally, these high-specification assets will further our ability to meet increasing customer demand and strengthen our competitive position, which coupled with significant expected synergies, will generate meaningful, long-term value for all shareholders.”

Separately, Atwood announced today that its shareholders voted to adopt the merger agreement with Enesco at a special meeting of Atwood shareholders.

Enesco expects that this transaction will be completed promptly, subject to customary closing conditions.

The final voting results will be filed with the SEC in a Current Report on Form 8-K and will also be available on the Investor Relations section of Enesco’s website at www.enscolc.com after certification by Enesco’s inspector of elections.

About Enesco

Enesco plc brings energy to the world as a global provider of offshore drilling services to the petroleum industry. For 30 years, the Company has focused on operating safely and going beyond customer expectations. Enesco is ranked first in total customer satisfaction in the latest independent survey by EnergyPoint Research — the seventh consecutive year that Enesco has earned this distinction. Operating one of the newest ultra-deepwater rig fleets and a leading premium jackup fleet, Enesco has a major presence in the most strategic offshore basins across six continents. Enesco 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.

Forward-Looking Statements

Statements included in this release regarding the transaction, expected synergies and other benefits, opportunities, and effects of the transaction, the timing of the transaction, the financial performance and other attributes of 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, 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 the date of the release. Except as required by law, Ensco disclaims any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.

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