
**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): **February 21, 2019**

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 January 23, 2019, Enesco plc (“*Enesco*”) adjourned its general meeting of shareholders without a vote. On February 21, 2019, Enesco held its reconvened general meeting of shareholders (the “*General Meeting*”) to vote on the proposals described below. At the close of business on December 10, 2018, the record date for the General Meeting, there were 437,239,125 Class A ordinary shares, nominal value \$0.10 per share (the “*Enesco Class A ordinary shares*”), of Enesco outstanding and entitled to vote. Holders of 313,640,961 Enesco 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 Enesco Class A ordinary shares to shareholders of Rowan Companies plc (“*Rowan*”), pursuant to the Transaction Agreement, dated as of October 7, 2018, by and between Enesco and Rowan, as amended by Deed of Amendment No. 1 dated as of January 28, 2019 and as such agreement may be amended further from time to time, which provides for, among other things, the acquisition of the entire issued and to be issued Class A ordinary share capital of Rowan pursuant to a scheme of arrangement (the “*Scheme of Arrangement*”) under Part 26 of the UK Companies Act 2006 in consideration for the issuance by Enesco to the Rowan shareholders who are Scheme Shareholders (as such term is defined in “The Scheme of Arrangement” section of the joint proxy statement relating to the general meeting of shareholders of Enesco) of 2.750 new Enesco ordinary shares for each Rowan Class A ordinary share (a “*Rowan ordinary share*”) that is subject to the terms of the Scheme of Arrangement (the “*Transaction*”).

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
311,532,723	1,677,645	430,593	N/A

Resolution 2: To authorize a consolidation (being a reverse stock split under English law) of Enesco ordinary shares whereby, conditional upon and effective immediately (or as soon as practicable) following the Scheme of Arrangement becoming effective, every four existing Enesco ordinary shares, each with a nominal value of \$0.10, shown in the register of members of Enesco following the updating of such register to give effect to the provisions of the Scheme of Arrangement shall be consolidated into one Enesco ordinary share with a nominal value of \$0.40 per share.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
309,439,628	3,761,860	439,473	N/A

Resolution 3: To authorize, conditional upon and effective immediately following the Scheme of Arrangement becoming effective, the allotment and issuance up to a nominal amount of Enesco ordinary shares, which represents approximately 33.3% of the expected enlarged share capital of Enesco immediately following the Scheme of Arrangement becoming effective, and up to a further same nominal amount of Enesco ordinary shares in connection with a pre-emptive offering of shares. If approved, subject to the Scheme of Arrangement becoming effective, these authorities will replace the authorities granted pursuant to resolution 10 passed at the annual general meeting of Enesco shareholders held on May 21, 2018 (the “*Enesco 2018 Annual General Meeting*”).

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
246,888,897	65,452,110	1,299,954	N/A

Resolution 4: To approve, in accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), on a non-binding advisory basis, the compensation payable, or that may become payable, in connection with the transaction to the named executive officers of Enesco, as well as specific compensatory arrangements between Enesco and such individuals.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
236,041,786	65,534,701	12,064,474	N/A

Resolution 5: To authorize, conditional upon and effective immediately following the Scheme of Arrangement becoming effective, the allotment and issuance of Enesco ordinary shares up to a nominal amount of \$3,716,687 for cash on a non-pre-emptive basis. If approved, subject to the Scheme of Arrangement becoming effective, this authority will replace the authority granted pursuant to resolution 11 passed at the Enesco 2018 Annual General Meeting.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
267,685,178	44,436,317	1,519,466	N/A

Resolution 6: To authorize, conditional upon and effective immediately following the Scheme of Arrangement becoming effective, the allotment and issuance of Enesco ordinary shares up to a nominal amount of \$3,716,687 for cash on a non-pre-emptive basis, such authority to be used only for the purposes of financing (or refinancing, if the power is to be used within six months after the relevant transaction) a transaction which the board of directors of Enesco deems to be an acquisition or other capital investment. If approved, subject to the Scheme of Arrangement becoming effective, this authority will replace the authority granted pursuant to resolution 12 passed at the Enesco 2018 Annual General Meeting.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
267,730,554	44,381,225	1,529,182	N/A

These proposals are described in more detail in the joint proxy statement, dated December 11, 2018, and in the supplement to the joint proxy statement, dated January 31, 2019, filed by Enesco with the Securities and Exchange Commission on December 11, 2018 and January 31, 2019, respectively. No other resolutions were submitted to a vote of holders of Enesco Class A ordinary shares at the General Meeting.

Item 7.01 Regulation FD Disclosure.

On February 21, 2019, Enesco and Rowan issued a press release announcing the approval of the Transaction 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.

The information furnished in this Item 7.01 and the information attached to this Form 8-K as Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 21, 2019.

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: February 21, 2019

/s/ Michael T. McGuinty

Michael T. McGuinty

Senior Vice President - General Counsel and Secretary



EnSCO plc
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Press Release

Rowan Companies plc and EnSCO plc Shareholders Approve Pending Combination

London, England, February 21, 2019 ... Rowan Companies plc (NYSE: RDC) (“Rowan”) and EnSCO plc (NYSE: ESV) (“EnSCO”) jointly announced today that both companies’ shareholders voted to approve the pending all-stock transaction under which Rowan shareholders will receive 2.750 EnSCO shares for each Rowan share they own.

The final results of the Rowan Court and General Meetings held today reflect that approximately 91.5% of the shares voted at the meetings were voted in favor of the pending transaction. At today’s EnSCO General Meeting, approximately 99.3% of the shares voted at the meeting were voted in favor of the pending combination.

Tom Burke, Rowan’s President and Chief Executive Officer, said: “We are pleased that Rowan shareholders overwhelmingly support the pending combination with EnSCO and have voted to approve the transaction. Combining our organizations will enable Rowan and EnSCO shareholders to participate in the substantial value creation opportunities of a larger, more technologically-advanced and diverse offshore drilling company. We wish to thank Rowan shareholders for their continued support and look forward to completing the transaction with EnSCO.”

Carl Trowell, EnSCO’s President and Chief Executive Officer, stated: “We are gratified that EnSCO shareholders recognize the strategic and financial merits of our pending combination with Rowan. The combined company will be an industry leader in offshore drilling across all water depths that is well positioned to better serve our customers. We are eager to close the transaction and begin delivering on the significant opportunities of the combined company.”

Completion of the transaction, which is expected to occur in the first half of 2019, remains subject to satisfaction or waiver of certain other conditions.

Goldman Sachs & Co. LLC is serving as financial advisor to Rowan, and Kirkland & Ellis LLP is serving as legal advisor. Morgan Stanley & Co. LLC is lead financial advisor to EnSCO. HSBC Securities (USA) Inc. and Citigroup Global Markets Inc. also provided financial advice to EnSCO. EnSCO’s legal advisors are Gibson, Dunn & Crutcher LLP and Slaughter and May.

About Rowan

Rowan is a global provider of contract drilling services with a current fleet of 25 mobile offshore drilling units, composed of 21 self-elevating jack-up rigs and four ultra-deepwater drillships. The company’s fleet operates worldwide, including the United States Gulf of Mexico, Mexico, the United Kingdom and Norwegian sectors of the North Sea, the Middle East, the Mediterranean Sea, Central and South America. Additionally, the company is a 50/50 partner in a joint venture with Saudi Aramco, entitled ARO Drilling that owns a fleet of seven self-elevating jack-up rigs that operate in the Arabian Gulf. The company’s Class A Ordinary Shares are traded on the New York Stock Exchange under the symbol “RDC.” For more information on the company, please visit www.rowan.com.

About Enscō

Enscō plc (NYSE: ESV) brings energy to the world as a global provider of offshore drilling services to the petroleum industry. For more than 30 years, the company has focused on operating safely and going beyond customer expectations. Operating one of the newest ultra-deepwater rig fleets and a leading premium jackup fleet, Enscō has a major presence in the most strategic offshore basins across six continents. Enscō 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.enscopl.com.

Forward-Looking Statements

Statements included in this document regarding the proposed transaction between Enscō plc (“Enscō”) and Rowan, including benefits, expected synergies and other expense savings and operational and administrative efficiencies, opportunities, timing, expense and effects of the transaction, financial performance, accretion to cash flows, revenue growth, credit ratings or other attributes of Enscō plc 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 (the “Securities Act”). 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 Enscō and Rowan, delays, costs and difficulties related to the transaction, market conditions, and Enscō’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 Enscō’s and Rowan’s Annual Report on Form 10-K for the year ended December 31, 2017 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 document is as of today. Except as required by law, both Enscō and Rowan disclaim 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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