

# ENSCO PLC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Enscopl**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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EnSCO plc  
6 Chesterfield Gardens  
London, W1J 5BQ  
Phone: +44 (0) 20 7659 4660  
www.enscoplc.com

5 May 2015

Dear Shareholders:

This letter and the accompanying notice required by Section 520 of the UK Companies Act 2006 are strictly informational. No action is required of you.

As we disclosed in Resolution 4 of our Proxy Statement in connection with our 2015 Annual General Meeting of Shareholders, our current UK statutory auditors, KPMG Audit Plc, are not seeking reappointment at our annual shareholder meeting strictly due to their decision to wind-down as a legal entity and transition their services to KPMG LLP. As a result, we have recommended KPMG LLP, an intermediate parent of KPMG Audit Plc, to become our UK statutory auditors effective 18 May 2015.

As a UK company, when we receive formal notice from our UK auditors that they will not seek reappointment as auditors of the Company, we are required to send a courtesy copy of such notice to our shareholders within fourteen days. We received such notice on 28 April 2015.

Enclosed is your courtesy copy of the notice from KPMG Audit Plc, together with a statutory statement from KPMG Audit Plc explaining they are not seeking reappointment as auditors of EnSCO because they have initiated the aforementioned wind-down of business.

Regards,

/s/ Brady K. Long

Brady K. Long  
Vice President, General Counsel and Secretary

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**KPMG Audit Plc**  
15 Canada Square  
Canary Wharf  
London E14 5GL  
United Kingdom

Tel +44 (0) 20 7311 1000  
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DX 157460 Canary Wharf 5

The Directors

Enesco plc

3rd Floor  
6 Chesterfield Gardens  
London  
W1J 5BQ

Contact **Juliette Lowes**  
Tel 020 7311 1000  
Ext 4886

28 April 2015

**Ceasing to act as auditors of Enesco plc (no. 07023598)**

We hereby give notice that we shall not be seeking reappointment as auditors of the company when our present term of office expires.

We enclose our statutory statement given in connection with our ceasing to act.

Under section 520 of the Companies Act 2006, if our statutory statement given in connection with our ceasing to act contains a statement of circumstances, you must within 14 days of receipt of that statement either send a copy of that statement to every person entitled to be sent a copy of your financial statements under section 423 of the Companies Act 2006 or apply to the Court over this matter.

If you decide to apply to the Court, you are required under the law to notify us of that application. Please send any such notification to our registered office, 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

/s/ KPMG Audit Plc

KPMG Audit Plc

Chartered Accountants  
15 Canada Square  
London  
E14 5GL

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**KPMG Audit Plc**  
15 Canada Square  
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3rd Floor  
6 Chesterfield Gardens  
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W1J 5BQ

Contact **Juliette Lowes**  
Tel 020 7311 1000  
Ext 4886

28 April 2015

Dear Sirs

**Statement to Enesco plc (no. 07023598) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be seeking appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

/s/ KPMG Audit Plc

KPMG Audit Plc

Chartered Accountants  
15 Canada Square  
London  
E14 5GL