

ENSCO PLC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/19/15

Telephone	4402076594660
CIK	0000314808
Symbol	ESV
SIC Code	1381 - Drilling Oil and Gas Wells
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Ensco plc

(Exact name of registrant as specified in its charter)

England and Wales

(State or Other Jurisdiction of Incorporation or Organization)

98-0635229

(I.R.S. Employer Identification Number)

6 Chesterfield Gardens

London England

(Address of Principal Executive Offices)

W1J 5BQ

(Zip Code)

Ensco plc 2012 Long-Term Incentive Plan

(Full Title of the Plan)

BRADY K. LONG

Vice President, General Counsel and Secretary

Ensco plc

5847 San Felipe, Suite 3300

Houston, Texas 77057

+1 (713) 789-1400

(Name, address and telephone number, including area code, of agent for service)

with a copy to:

Tull R. Florey

Baker Botts L.L.P.

910 Louisiana

Houston, Texas 77002

+1 (713) 229-1379

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-Accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	<input type="checkbox"/>
		Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be Registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A Ordinary Shares, par value U.S. \$0.10 per share	9,000,000	\$25.15	\$226,350,000	\$26,302

- (1) Class A Ordinary Shares of Ensco plc (the “Company” or the “Registrant”), U.S. \$0.10 par value per share (the “Shares”), being registered hereby relate to the Ensco plc 2012 Long-Term Incentive Plan. Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover such indeterminate number of additional Shares as may become issuable under the plan as a result of the antidilution provisions thereof.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act, based on the average high and low prices of the Shares as reported by the New York Stock Exchange on May 18, 2015.
-

REGISTRATION OF ADDITIONAL SECURITIES

The Registrant previously registered 14,000,000 of its Shares, available for grant of awards pursuant to the Ensco plc 2012 Long-Term Incentive Plan (as amended) (the "2012 LTIP"). The registration of these shares was filed on a Form S-8 Registration Statement with the Securities and Exchange Commission ("SEC") on May 23, 2012 (File Number 333-181593), in accordance with the Securities Act (the "Prior Registration Statement").

The Registrant's Board of Directors adopted, and on May 18, 2015 the shareholders of the Registrant approved, an amendment to the 2012 LTIP to provide that, among other things, an additional 9,000,000 Shares be available for issuance under the 2012 LTIP.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the content of the Prior Registration Statement is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit
*4.1	New Articles of Association of Ensco plc (incorporated by reference to Annex 2 to the Registrant's Proxy Statement on Form DEF 14A filed on April 5, 2013, as adopted by Special Resolution passed on May 20, 2013, File No. 1-8097).
*4.2	Ensco plc 2012 Long-Term Incentive Plan, effective January 1, 2012 (incorporated by reference to Annex A to the Registrant's Proxy Statement filed on April 4, 2012, File No. 1-8097).
*4.3	First Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective August 21, 2012 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, File No. 1-8097).
*4.4	Second Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective January 1, 2013 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, File No. 1-8097).
*4.5	Third Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 30, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 19, 2015, File No. 1-8097).
5.1	Legal Opinion of Baker Botts (UK) LLP.
15.1	Letter regarding unaudited interim financial information.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm of Ensco plc.
23.2	Consent of Baker Botts (UK) LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of signature page to this Registration Statement).

* Incorporated by reference herein as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, United Kingdom, on the 19th day of May 2015.

ENSCO PLC

By: /s/ James W. Swent III
James W. Swent III
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints Carl G. Trowell, James W. Swent, III, Brady K. Long and Elizabeth A. Cook, and each of them severally, each of whom may act without the joinder of the others, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ Carl G. Trowell</u> Carl G. Trowell	Director, Chief Executive Officer and President (principal executive officer)	May 19, 2015
<u>/s/ James W. Swent III</u> James W. Swent III	Executive Vice President and Chief Financial Officer (principal financial officer)	May 19, 2015
<u>/s/ Robert W. Edwards III</u> Robert W. Edwards III	Controller (principal accounting officer)	May 19, 2015
<u>/s/ Paul E. Rowsey, III</u> Paul E. Rowsey, III	Chairman of the Board and Director	May 19, 2015
<u>/s/ J. Roderick Clark</u> J. Roderick Clark	Director	May 19, 2015
<u>/s/ Roxanne J Decyk</u> Roxanne J Decyk	Director	May 19, 2015
<u>/s/ Mary E. Francis CBE</u> Mary E. Francis CBE	Director	May 19, 2015
<u>/s/ C. Christopher Gaut</u> C. Christopher Gaut	Director	May 19, 2015
<u>/s/ Gerald W. Haddock</u> Gerald W. Haddock	Director	May 19, 2015
<u>/s/ Francis S. Kalman</u> Francis S. Kalman	Director	May 19, 2015
<u>/s/ Keith O. Rattie</u> Keith O. Rattie	Director	May 19, 2015
<u>/s/ Brady K. Long</u> Brady K. Long	Vice President-General Counsel and Company Secretary and Authorized Representative in the United States	May 19, 2015

EXHIBIT INDEX

Exhibit Number	Exhibit
*4.1	New Articles of Association of Ensco plc (incorporated by reference to Annex 2 to the Registrant's Proxy Statement on Form DEF 14A filed on April 5, 2013, as adopted by Special Resolution passed on May 20, 2013, File No. 1-8097).
*4.2	Ensco plc 2012 Long-Term Incentive Plan, effective January 1, 2012 (incorporated by reference to Annex A to the Registrant's Proxy Statement filed on April 4, 2012, File No. 1-8097).
*4.3	First Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective August 21, 2012 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, File No. 1-8097).
*4.4	Second Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective January 1, 2013 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, File No. 1-8097).
*4.5	Third Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 30, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 19, 2015, File No. 1-8097).
5.1	Legal Opinion of Baker Botts (UK) LLP.
15.1	Letter regarding unaudited interim financial information.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm of Ensco plc.
23.2	Consent of Baker Botts (UK) LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of signature page to this Registration Statement)

* Incorporated by reference herein as indicated.

19 May 2015

EnSCO plc
6 Chesterfield Gardens
London
W1J 5BQ

Dear Sirs,

Registration Statement on Form S-8 - Exhibit 5.1

1. Introductory Matters

We are acting as English legal advisers to EnSCO plc (the "**Company**") and in that capacity have been asked to give an opinion in connection with the preparation and filing of the Company's Registration Statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act 1933, as amended (the "**Securities Act**") relating to the issuance of up to an additional 9,000,000 Class A Ordinary Shares, with a nominal value of \$0.10 per share in the capital of the Company (the "**Shares**"), pursuant to the EnSCO Plc 2012 Long-Term Incentive Plan (as amended, the "**Plan**") adopted by the Company.

We have taken instructions in this regard solely from the Company.

We hereby confirm that, for the purposes of rendering this opinion letter (the "**Opinion**") we have not, other than as expressly set forth in this Opinion, undertaken any searches or obtained any information whatsoever in relation to the Company to verify such matters as (including without limitation):

- (a) its solvency or otherwise;
 - (b) whether any steps have been taken by any person in respect of its receivership, administration, reorganisation, winding-up or liquidation, including for these purposes the taking by any person of any action relating to or affecting the rights of creditors (or any analogous actions thereto) or the commencement of any moratorium in respect thereof;
 - (c) whether any security interests, liens or encumbrances exist or have been registered over any of its property or assets; or
-

- (d) otherwise investigated in any way whatsoever its activities.

This Opinion is given only with respect to English law as it exists and is interpreted at the date of this Opinion. For the purposes of this Opinion we have made no investigation of, and therefore express or imply no opinions to, the laws of any other jurisdiction. In particular, we give no opinion on European Union law as it affects any jurisdiction other than England. This Opinion is governed by, and shall be construed in accordance with, English law.

2. Documents

We have not examined any document for the purposes of giving this Opinion other than:

- (a) the Registration Statement to be filed with the Securities and Exchange Commission on 19 May 2015;
- (b) a copy of the Plan;
- (c) copies of the Company's certificate of incorporation, certificate of incorporation on change of name, certificate of incorporation on re-registration of a private company as a public company, articles of association, revealed by the Company Search;
- (d) extracts of certain resolutions of the directors' meeting of the Company held on 30 March 2015 (the "**Board Resolutions**");
- (e) the shareholder resolutions proposed at the annual general meeting of the Company held on 18 May 2015 (the "**Shareholder Resolutions**" and together with the Board Resolutions the "**Resolutions**"); and
- (f) the results of our search on 18 May 2015 of the Company's public records held by the Registrar of Companies (the "**Company Search**").

On 18 May 2015 we carried out telephone enquiries at the Central Registry of Winding-Up Petitions at the Companies Court in London at 10:20 a.m. London time in respect of the Company (the "**Bankruptcy Search**").

3. Assumptions

For the purpose of giving this Opinion, we have assumed:

- (a) the genuineness of all signatures and seals;
 - (b) the conformity to original documents of all documents submitted to us as copies or scanned pdf copies and the authenticity and completeness of such original documents;
-

- (c) that all facts which are stated in any official public record or other document or information supplied by a public official are correct. In particular, that the files maintained at the Registrar of Companies relating to the Company were all complete, accurate and up-to-date at the time the Company Search was conducted and will so remain as at each Allotment Date (as defined below);
 - (d) that no additional matter would have been disclosed by the Company Search and/or the Bankruptcy Search being carried out since the time and date of the carrying out of such searches and that the particulars disclosed by such searches are, in all aspects, true, complete and up-to-date;
 - (e) that any foreign law would not affect any of the conclusions stated in this Opinion;
 - (f) that, except as would be revealed by the Bankruptcy Search, no steps have been taken to place the Company into any insolvency procedure or to grant an injunction against the Company;
 - (g) that on each date of the allotment and issue of any of the Shares (each an " **Allotment Date** ") the Company will have complied with all applicable laws to allot and issue the Shares and the consideration for the allotment and issue of the Shares will not be less than the par value of such Shares;
 - (h) that the term "non-assessable", which has no recognised meaning under English law, for the purposes of this Opinion means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder's status as a holder of such Shares, for additional assessments or calls on the Shares by the Company or its creditors;
 - (i) that the Shareholder Resolutions accurately record certain true and correct resolutions duly passed at a properly convened, constituted and conducted meeting of shareholders in accordance with the articles of association of the Company as in force at such time, and have not been amended or rescinded, are in full force and effect and will not be revoked or varied prior to any of the Allotment Dates;
 - (j) there are no further approvals, documents or agreements in relation to the allotment or issue of shares in the Company or any agreement or arrangement to do so which can be provided to us as being relevant to our Opinion with regard to the allotment of the Shares (or the grant of rights to subscribe for or to convert any security into the Shares);
 - (k) as at each of the Allotment Dates, the authority granted pursuant to the Shareholder Resolutions will remain unutilised to the extent necessary to permit the allotment and issue of the Shares;
-

- (l) the Board Resolutions accurately record certain true and correct resolutions duly passed at a properly convened meeting of the Board in accordance with the articles of association of the Company as in force at such time, and have not been amended or rescinded, are in full force and effect and will not be revoked or varied prior to any of the Allotment Dates;
 - (m) any future allotments and issue of the Shares will be duly made in accordance with the articles of association of the Company as in force at each Allotment Date, the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot such Shares;
 - (n) the directors at each Allotment Date will be duly authorised pursuant to the articles of association of the Company as in force at each Allotment Date, the Companies Act 2006, applicable law and any relevant authority given by the members of the Company in a general meeting to allot the Shares to be allotted and issued on such Allotment Date;
 - (o) a meeting of the Board or a duly authorised and constituted committee of the Board will be duly convened and held or unanimous written resolutions of the Board or any such committee will be passed in accordance with the articles of association of the Company prior to each Allotment Date, at which it will be resolved to allot and issue the Shares to be allotted and issued on such Allotment Date;
 - (p) the directors on each Allotment Date, will have exercised their powers in accordance with their statutory duties under the Companies Act 2006 and English common law and, in deciding whether to enter into the issue and allotment of the Shares, the directors of the Company were and will be acting bona fide in the best interests of the Company for the purpose of fulfilling their commercial objectives and have exercised and will exercise their powers in accordance with their duties imposed by applicable law and there is and will be appropriate commercial benefit to the Company in issuing and allotting the Shares;
 - (q) no director of the Company has or will have any interest in the issue and allotment of the Shares except to the extent permitted by the articles of association of the Company and by law;
 - (r) none of the directors of the Company are or will be disqualified or are or will be subject to disqualification proceedings pursuant to the Company Directors Disqualification Act 1986 or otherwise;
 - (s) the Shares will have been, on allotment and issue, fully paid up in accordance with (i) the articles of association of the Company in force at each Allotment Date; and (ii) applicable law in force at each Allotment Date;
 - (t) the name of the relevant allottee and the number of the Shares allotted will be duly entered in the register of members of the Company;
-

- (u) the Company has not passed a voluntary winding-up resolution, no petition has been presented or order made by a court for the winding-up or dissolution of the Company, no application has been presented or order made by a court for the administration of the Company, no documents have been filed with the court for the appointment of an administrator in respect of the Company nor has any notice of intention to appoint an administrator been given in respect of the Company and no receiver, trustee, administrator, administrative receiver, liquidator or similar office-holder has been appointed in any jurisdiction in relation to the Company or any of its assets or revenues other than as disclosed by the Bankruptcy Search and is not, and will not be as a result of the issue and allotment of the Shares, unable to pay its debts as they fall due (as defined in section 123 of the Insolvency Act 1986);
- (v) the Plan has been validly adopted and is in force pursuant to the terms of the Plan;
- (w) the Plan has constituted and will continue to constitute valid, legally binding and enforceable obligations of the parties thereto under the laws by which it is, and/or is expressed to be, governed;
- (x) the Plan has been and will be operated in accordance with its rules;
- (y) insofar as any obligation under the Plan is performed in, or is otherwise subject to, any jurisdiction other than England and Wales, its performance is not and will not be illegal or ineffective by virtue of the law of that jurisdiction; and
- (z) that the directors as at the time of each of the Allotment Dates will be duly authorised pursuant to the articles of association of the Company as in force at the time of the Allotment Dates, the Companies Act 2006 and any relevant authority given by the members of the Company in a general meeting to allot and issue the Shares on a non pre-emptive basis.

4. Opinion

Based upon the foregoing and subject to any matters not disclosed to us and to the assumptions and qualifications set out in this Opinion, we are of the opinion that the Shares will be duly authorised, validly issued, fully paid and non-assessable provided that: (i) the Registration Statement, as amended, continues to be effective under the Securities Act; (ii) such Shares are issued on an Allotment Date in accordance with the terms of the Plan; and (iii) valid entries in the books and registers of the Company have been made.

5. Qualifications

This Opinion is subject to the following qualifications:

- (a) we expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this letter that may affect this Opinion;
-

- (b) the Company Search is not capable of revealing conclusively whether or not:
- (a) a winding-up order has been made or a resolution passed for the winding up of the Company;
 - (b) an administration order has been made; or
 - (c) a receiver, administrative receiver, administrator or liquidator has been appointed,
- since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, may not be entered into the records of the Company immediately;
- (c) the Company Search is not capable of revealing, prior to the making of the relevant order whether or not a winding-up petition or a petition for an administration order has been presented;
 - (d) the Bankruptcy Search relates only to a compulsory winding up and is not capable of revealing whether or not a winding up petition or a petition, prior to the making of the relevant order, for an administration order has been presented, since details of the petition may not have been entered on the records of the Central Registry of Winding-Up Petitions immediately or, in the case of a petition presented to a County Court, may not have been notified to the Central Registry of Winding-Up Petitions and entered on such records at all;
 - (e) we express no opinion as to matters of fact and this Opinion is subject to any matters of fact not disclosed to us;
 - (f) we express no opinion on the impact of any rules, regulations or requirements of the New York Stock Exchange or the rules and regulations adopted by the SEC;
 - (g) this Opinion is limited to the original issuance of the Shares by the Company and does not cover shares delivered by the Company out of the Shares reacquired by it;
 - (h) this Opinion is strictly limited to the matters stated in paragraph 4 and does not extend to, and is not to be read as extended by implication to, any other matters; and
 - (i) we have not advised the Company in connection with the Plan and we express no opinion on the effectiveness of any of the provisions of the Plan and this Opinion does not extend to, and is not to be read as extended by implication to, the adequacy of the Shares to satisfy the implementation of the Plan.
-

6. Consent

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Yours faithfully,

/s/ Baker Botts (UK) LLP

Baker Botts (UK) LLP

May 19, 2015

Enscopl
London, England

Re: Registration Statement on Form S-8

With respect to the subject registration statement, we acknowledge our awareness of the use therein of our report dated April 30, 2015, related to our review of interim financial statements.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

Houston, Texas

Consent of Independent Registered Public Accounting Firm

The Board of Directors
EnSCO plc:

We consent to the use of our reports dated March 2, 2015, with respect to the consolidated balance sheets of EnSCO plc and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive (loss) income, and cash flows, for each of the years in the three-year period ended December 31, 2014, and the effectiveness of internal control over financial reporting as of December 31, 2014, incorporated herein by reference.

/s/ KPMG LLP

Houston, Texas
May 19, 2015