

ENSCO PLC

FORM 8-K (Current report filing)

Filed 03/04/97 for the Period Ending 03/03/97

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

ENSCO INTERNATIONAL INC

FORM 8-K (Unscheduled Material Events)

Filed 3/4/1997 For Period Ending 3/3/1997

Address	500 NORTH AKARD STREET SUITE 4300 DALLAS, Texas 75201-3331
Telephone	214-397-3000
CIK	0000314808
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

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): March 3, 1997

ENSCO INTERNATIONAL INCORPORATED

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

1-8097
(Commission File Number)

76-0232579
(IRS Employer
Identification No.)

2700 Fountain Place, 1445 Ross Avenue, Dallas, Texas 75202-2792
(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code: (214) 922-1500

Item 5. Other Events

On March 3, 1997, the Board of Directors of ENSCO International Incorporated (formerly known as Energy Service Company, Inc.) (the "Company") amended the Shareholder Rights Plan of the Company (the "Rights Plan") to increase the Purchase Price defined in Section 7(b) of the Rights Plan from \$50.00 for each one one-hundredth of a share of preferred stock purchasable upon the exercise of a Right to \$250.00 for each one one-hundredth of a share of preferred stock purchasable upon the exercise of a Right, subject to adjustment.

Item 7. Financial Statements and Exhibits

(c) Exhibits.

Exhibit Number -----	Description -----
4.1	Rights Agreement, dated as of February 21, 1995, between the Company and American Stock Transfer & Trust Company, as Rights Agent, which includes as Exhibit A the Form of Certificate of Designations of Series A Junior Participating Preferred Stock of the Company, as Exhibit B the Form of Right Certificate, and as Exhibit C the Summary of Rights to Purchase Shares of Preferred Stock of the Company (incorporated herein by reference from Exhibit 1 to Form 8-A of ENSCO International Incorporated (formerly known as Energy Service Company, Inc.) filed with the Securities and Exchange Commission on February 23, 1995).
4.2	First Amendment to Rights Agreement dated as of March 3, 1997, between ENSCO International Incorporated and American Stock Transfer & Trust Company, as Rights Agent.

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, thereunto duly authorized.

ENSCO INTERNATIONAL INCORPORATED

Date: March 3, 1997

By: /s/ H. E. MALONE

Name: H. E. Malone

Title: Chief Accounting Officer

EXHIBIT 4.2

FIRST AMENDMENT TO RIGHTS AGREEMENT

This Amendment, dated as of March 3, 1997 (the "Amendment"), is between ENSCO International Incorporated (formerly known as Energy Service Company, Inc.), a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent").

WITNESSETH:

WHEREAS, the Rights Agent and Energy Service Company, Inc., now known as ENSCO International Incorporated, are parties to a Rights Agreement dated as of February 21, 1995 (the "Agreement"); and

WHEREAS, pursuant to Section 27 of the Agreement, the Company and the Rights Agent desire to amend the Agreement as set forth below.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. AMENDMENTS TO REFLECT NAME CHANGE. Each reference to "Energy Service Company, Inc." contained on the cover page of the Agreement, the first paragraph on page 1 of the Agreement, the legend in Section 3(c) of the Agreement, Section 26 of the Agreement, the attestation of the Agreement on page 37 and in Exhibits A, B and C to the Agreement is hereby amended and restated in its entirety to read "ENSCO INTERNATIONAL INCORPORATED (formerly known as Energy Service Company, Inc.)".

Section 2. AMENDMENT TO SECTION 3(C) OF THE AGREEMENT. Section 3(c) of the Agreement is hereby amended by deleting the reference to "the Record Date" in the fourth line thereof and substituting in its place "May 23, 1995", and deleting each reference to "Energy Service Company, Inc." in the form of legend included in such section and substituting in its place "ENSCO International Incorporated".

Section 3. AMENDMENT TO SECTION 7(B) OF THE AGREEMENT. Section 7(b) of the Agreement is hereby amended by deleting the reference to "\$50.00" in the first line of such subsection and replacing it with "\$250.00".

Section 4. AMENDMENT TO EXHIBIT B OF THE AGREEMENT. Exhibit B of the Agreement is hereby amended by deleting the reference to "\$50.00" in the fourth line of the carry-over paragraph on page B-2 thereof and replacing it with "\$250.00".

Section 5. SEVERABILITY. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

Section 6. GOVERNING LAW. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such

State applicable to contracts made and to be performed entirely within such State.

Section 7. COUNTERPARTS. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

Section 8. EFFECT OF AMENDMENT. Except as expressly modified herein, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed all as of the day and year first above written.

ENSCO INTERNATIONAL

Attest: *INCORPORATED (formerly known as
Energy Service Company, Inc.)*

By: */s/ ROBERT O. ISAAC*

Name: *Robert O. Isaac*

Title: *Assistant Secretary*

By: */s/ WILLIAM S. CHADWICK*

Name: *William S. Chadwick*

Title: *Vice President & Secretary*

Attest: *AMERICAN STOCK TRANSFER &
TRUST COMPANY*

By: */s/ CARLOS PINTO*

Name: *Carlos Pinto*

Title: *Vice President*

By: */s/ CAROLYN B. O'NEILL*

Name: *Carolyn B. O'Neill*

Title: *Vice President*

End of Filing



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